

EPA-OLEM-OBLR-19-07

**FY20 EPA Site-Specific
Brownfields Cleanup Grant
Proposal**

City of Brillion, Wisconsin

**City of Brillion
201 North Main Street
Brillion, Wisconsin
54110**

Attachment 1
Narrative Information Sheet



City of Brillion
201 N. Main Street
Brillion, WI 54110

November 14, 2019

Matt Didier
United States Environmental Protection Agency (USEPA), Region 5
77 W. Jackson Boulevard
Chicago, IL 60604

Re: Iron Works Revitalization Project, Brillion, Wisconsin
EPA Brownfield Site-Specific Brownfield Cleanup Grant

Dear Matt,

The City of Brillion is pleased to submit this combined application for an EPA Brownfield Site-Specific Petroleum (\$150,000) and Hazardous Substance (\$350,000) Cleanup Grant. Our application includes responses to all threshold and ranking criteria as described within the application materials. The City will use the requested Petroleum and Hazardous Substance funds to support the "Iron Works Revitalization Project – forging the future of Brillion," which aims to remediate and redevelop our community's heaviest brownfield burden: the former Brillion Iron Works (BIW) industrial facility. Alongside Ariens Company, Endries International, and Professional Plating Inc., BIW was one of the area's primary economic drivers and a staple of our small City: according to local officials, Brillion would not exist today without it. BIW originated in 1890 as a blacksmith shop and manufacturer of hand and farm tools and later expanded and added a foundry. BIW remained a premier foundry and manufacturer of farm implements in Brillion for over 100 years, employing approximately 1,000 people at its peak. Then, the facility's closure was announced just two weeks after Metaldyne Performance Group (MPG) purchased it in 2016: the remaining 340 employees were out of work and the entire 145-acre property was shuttered by November of that year. The loss of BIW was difficult to fathom in our small community. Nestled on the east edge of the City, a short 2 blocks from downtown, the now site now sits idle and contaminated, a sore reminder of a serious blow to Brillion.

The IWRP aims to redevelop a 145-acre idle, contaminated, and underutilized property from a single-user industrial site to a multi-user business and industrial park with adjacent residential housing and recreational amenities. Upon the completion of the project, including site remediation, the renovated BIW facility is expected to redefine the eastern Brillion area as family-, pedestrian- and business-friendly, with anticipated amenities to serve residents and patrons. The BIW site has some of the highest potential to attract near-term private-sector, shovel-ready development once the environmental concerns have been more fully understood and remediation activities planned and implemented. Our IWRP will help to catalyze new employment, property investment, and value leading to annual increased local property taxes and new housing. Environmental remediation of this site - a critical phase of this project - is the focus of this grant proposal and acts as the catalyst for continuation of the project. Funding of site remediation, with the help of the EPA, is critical to the long-term success of the IWRP, which is fundamental to keeping the City alive

and on an upward trajectory.

1. Applicant Identification: The applicant for the EPA Brownfields Site-Specific Cleanup Grant is the City of Brillion, located at Brillion City Hall, 201 North Main Street, Brillion, Wisconsin, 54110.
2. Funding Requested
 - a. Single Site Cleanup
 - b. Federal Funds Requested: \$500,000; A cost share waiver is not being requested.
 - c. Contamination: \$350,000 Hazardous Substances; \$150,000 Petroleum.
3. Location: The former BIW site is located in the City of Brillion, Calumet County, Wisconsin.
4. Property Information: The former BIW property consists of twenty parcels of land measuring approximately 145 acres. The property has two physical addresses: 200 Park Avenue, Brillion, Wisconsin, 54110 (BIW foundry) and 235 East Ryan Street, Brillion, Wisconsin, 54110 (former Deans Foods Vegetable Company). The City of Brillion currently holds title to the subject property.
5. Contacts
 - a. Project Director: Lori Gosz, CMC City Administrator/Clerk-Treasurer; 201 North Main Street, Brillion, WI 54110; (920) 756-2250; Admin@ci.brillion.wi.us
 - b. Highest Ranking Elected Official: Gary Deiter; Mayor, City of Brillion; 225 Apollo Court; Brillion, WI 54110; (920) 756-2343; **Non-Responsive**
6. Population:
 - a. The City of Brillion as a whole is 3,107 (2018 American Community Survey Total Population Estimate, American Fact Finder, U.S. Census Bureau, available at <https://factfinder.census.gov>).
7. Other Factors Checklist

Other Factors	Page #
Community population is 10,000 or less.	X: 1,5
The applicant is, or will assist, a federally recognized Indian tribe or United States territory.	
The proposed brownfield site(s) is impacted by mine-scarred land.	
Secured firm leveraging commitment ties directly to the project and will facilitate completion of the project/redevelopment; secured resource is identified in the Narrative and substantiated in the attached documentation.	X:4,5
The proposed site(s) is adjacent to a body of water (i.e., the border of the site(s) is contiguous or partially contiguous to the body of water or would be contiguous or partially contiguous with a body of water but for a street, road, or other public thoroughfare separating them).	X:2
The proposed site(s) is in a federally designated flood plain.	X:2
The redevelopment of the proposed cleanup site(s) will facilitate renewable energy from wind, solar, or geothermal energy; or any energy efficiency improvement projects.	X:4
8. Letter from the State or Tribal Environmental Authority: See attached.

Attachment 1a
WDNR
Acknowledgment Letter

State of Wisconsin
DEPARTMENT OF NATURAL RESOURCES
101 S. Webster Street
Box 7921
Madison WI 53707-7921

Tony Evers, Governor
Preston D. Cole, Secretary
Telephone 608-266-2621
Toll Free 1-888-936-7463
TTY Access via relay - 711



October 22, 2019

Lori Gosz, CMC
City Administrator/Clerk-Treasurer, City of Brillion
201 N. Main Street
Brillion, WI 54110

Subject: State Acknowledgement Letter for the City of Brillion
FY20 EPA Site-specific Brownfields Cleanup Grant (\$350,000 hazardous, \$150,000 petroleum)

Dear Ms. Gosz:

The Wisconsin Department of Natural Resources (DNR) acknowledges the application of the City of Brillion for U.S. Environmental Protection Agency Brownfield Grant funds identified above.

The Wisconsin DNR is fully committed to a collaborative partnership with the City of Brillion, and will support your brownfield assessment and remediation efforts in many ways, including:

- The Wisconsin DNR can identify key state and federal contacts for your specific project and coordinate Green Team meetings with these individuals, in your community, to answer questions and discuss local plans, options and best practices.
- The Wisconsin DNR can assist you in identifying and obtaining additional financial assistance from state-managed grant and loan programs.

Obtaining EPA funding for this grant application is consistent with community needs, vital to the local economy and will help bring needed improvements to the quality of life for residents. Federal funding will also help initiate cleanup activities, create jobs and leverage local investments in brownfield redevelopment.

Sincerely,

Christine Haag, Director
Remediation and Redevelopment Program
Wisconsin Department of Natural Resources

Copy: Tauren Beggs – DNR NER

Attachment 2
Ranking Criteria
Responses

PROJECT AREA DESCRIPTION AND PLANS FOR REVITALIZATION

Target Area and Brownfields; Background and Description of Target Area - Brillion is a city in Calumet County, Wisconsin, with banners along our Main Street that read "Small City, Big Heart." Our population was 3,148 at the 2010 Census, declining to 3,107 residents in the July 2018 Census estimate. Brillion became a city in 1944, almost 100 years after its original settlement, when it was known as "Spring Creek." Given its central location between the cities of Appleton, Green Bay, Fond du Lac, and Manitowoc, Brillion is being sought by families who desire quaint living, affordable housing, and an easy commute to these nearby cities. Our City has a long and storied history of providing a unique combination of hometown warmth, community sharing, education excellence, bountiful recreation, and industrial opportunity. Industry has always played a major role in the development and prosperity of Brillion, which has become a place where successful businesses can operate on a global scale.

An abundance of pine trees and access to Spring Creek gave birth to the lumber industry in Brillion, and the area's first sawmill was built in 1855. Talk of a canning operation in the area began at the end of the 19th Century, and the Calumet Dutch Packing Company relocated to Brillion in 1922. In the 1880's, the Ormsby Lime Company began excavation of our generous limestone deposits, becoming the largest limestone facility in the US by 1893. Other industry born and thriving in Brillion includes Ariens Company (Ariens), founded by the Ariens Family in 1933 and one of the best-known brands for outdoor power equipment with 3 operational plants in the City, and Endries International, founded in Brillion in 1970. Over the years, we have seen a variety of industries come and go, including carriage makers, soda factories, and the Brillion Iron Works (BIW) foundry, the subject of this grant application. Started in 1893 as a blacksmith and machine shop, the company moved to its present location along Park Avenue in 1901, where it established itself as a major producer of farm implements and grey and ductile iron castings. At its peak, the facility poured 1,000 tons of molten metal daily and was one of the area's largest employers. Then with only 2 weeks' notice, BIW ceased manufacturing operations in November 2016 after operating in Brillion for over 100 years, leaving 145 acres of abandoned, contaminated industrial space in the heart of our City.

As we contemplate future growth opportunities, brownfields in our City such as BIW present a multitude of road blocks. These sites decrease property values, signify lost employment and business opportunities, present health and safety risks to the community and the environment, and undermine our highly valued neighborhood charm. Although we have rarely had to navigate the intricacies of brownfield redevelopment and reuse, our experience has allowed us to see firsthand the positive impact this can have on a community. Additional brownfields are present, but the BIW industrial facility in eastern Brillion is our heaviest burden. The City proposes "The Iron Works Revitalization Project (IWRP)" to redevelop this blighted yet historic site and breathe new life into Brillion by transforming a public liability into a public asset. Within the eastern Brillion area, bordered by the City limits to the north and east, North Main Street to the west, and East National Avenue to the south, single-family residences dominate development outside the BIW boundaries. Also in this area is Horn Park, a 19-acre park adjacent to BIW with an open-air amphitheater, picnic facilities, a pond, and a disc golf course. Eastern Brillion is also occupied by a non-metallic surface mine, wetlands, and agricultural land. State Highway (STH) 10, the most frequently traveled commuter road in the County, also runs through eastern Brillion. The IWRP aims to redevelop a 145-acre idle, contaminated, and underutilized property located in a residential neighborhood from a single-user industrial site to a multi-user business and industrial park with adjacent residential housing and recreational amenities. Environmental remediation of this site - a critical phase of this project - is the focus of this grant proposal and acts as the catalyst for continuation of the project. Funding of site remediation, with the help of the EPA, is critical to the long-term success of the IWRP, which is fundamental to keeping the City alive and on an upward trajectory.

Description of the Brownfield Site - BIW consists of 20 parcels that encompass nearly 145 acres in the Northwest ¼ and the North ½ of the Southeast ¼ and the West ½ of the Northeast ¼ of Section 25, Township 20 North, Range 20 East in the City of Brillion, Calumet County, Wisconsin. The property has two physical addresses: 200 Park Avenue (BIW foundry) and 235 East Ryan Street (former Deans Foods Vegetable Company). Alongside Ariens, Endries, and Professional Plating Inc., BIW was a primary economic driver and a staple of our small City: according to local officials, Brillion would not exist today without it. BIW originated in 1890 as a blacksmith shop and later expanded and added a foundry. BIW remained a premier foundry and manufacturer of farm implements in Brillion for over 100 years, employing approximately 1,000 people at its peak. Then, the facility's closure was announced just 2 weeks after Metaldyne Performance Group (MPG) purchased it in 2016: the remaining 340 employees were out of work and the entire property shuttered by November of that year. The loss of BIW was difficult to fathom in our small community. Nestled just 2 blocks from downtown, the BIW site now sits idle and contaminated, a sore reminder of a serious blow to Brillion. Remediation and reuse of this property is necessary to bring

employment, business, and housing prospects back to our community members left to wonder, "What do we do now?"

Most of BIW is developed for industrial use. It is comprised of two main areas: the BIW foundry and the former Dean Foods Vegetable Company processing facility (aka Agrilink and Larson Canning). Foundry operations included 4 large industrial plants, employee parking, 2 storm water basins, a beneficial reuse storage area for spent foundry sand, outdoor storage areas, and several ancillary buildings. Plant 1 is north of Park Avenue and covers over 215,000 square feet (sq ft) historically used as a foundry and office spaces. Plant 2 was a foundry and covers over 200,000 sq ft. Farm equipment was manufactured in Plant 3, which covers 175,000 sq ft. Plant 3 was repurposed for use by Ariens, a key project partner, as a research and development (R&D) facility. Plant 4 is a 105,000 sq ft casting and finishing facility. There are large outdoor storage areas south of Park Avenue, Plant 4, and Plant 3. Two parking lots are on the west side of Francis Street and a third is south of Plant 4. There are ancillary buildings north of Plant 3 and a former milk condensery and maintenance building south of Plant 4. Storm water basins are north of Plant 4 and southwest of the beneficial reuse storage area. Spring Creek enters the northwest corner of the subject property and flows through a box culvert beneath the east side of Plant 1, causing the stream to narrow as it passes beneath the foundry building. This has created numerous instances of flooding due to the backing up of the water at the entrance beneath the building. Mills Creek and an unnamed tributary converge with Spring Creek before it leaves the southwest corner of the subject property. Federally designated floodway surrounds Spring Creek and Mills Creek within the BIW property boundaries (see Attachment 2c).

Over more than a century of operation, the BIW property incurred numerous releases of various lubricants and oils and impacts associated with historic fill material and the industrial waste ponds (IWP) on the property. Site investigation activities compiled in a June 2018 Report indicate soil and groundwater contamination remains present on the BIW property. Contamination appears to be associated with historic fill material (foundry waste) and/or the spillage of automotive-type fluids or other materials stored and utilized during the century of commercial and industrial activities at BIW. The primary contaminants of concern include polycyclic aromatic hydrocarbons (PAHs), volatile organic compounds (VOCs), and Resource Conservation and Recovery Act (RCRA) metals. Based on available data, fill is located at varying depths across the entire 145-acre site, including beneath existing buildings, roadways and parking areas. Moreover, foundry material was used to fill the abandoned waste water ponds associated with the former Dean Foods parcels on the eastern boundary and a portion of the abandoned storm water pond. Fill material across the site is shown to be impacted by VOCs, PAHs, and RCRA metals. Levels of RCRA metals are present in groundwater throughout the site beneath areas of fill, including arsenic and lead above the Chapter NR 140, Wisconsin Administrative Code (WAC) preventive action limits (PALs). Residual contamination associated with the closed leaking underground storage tank (LUST) at Tank Farm 2 is also present in soil and groundwater: tetrachloroethene (PCE), cadmium, lead, and silver were detected above their respective NR 720, WAC soil residual contaminant levels (RCLs) established for the protection of groundwater (POG) and groundwater near the former tank pit is impacted with PCE, benzo(a)pyrene, benzo(b)fluoranthene, chrysene, and lead above NR 140 enforcement standards (ES) and with cadmium and total chromium above their respective PALs. Additionally, residual contamination associated with the closed LUST at Plant 2 is present in soil and groundwater within 5 feet of the Plant 2 building foundation: groundwater around the former tank pit is impacted with levels of benzo(b) fluoranthene and chrysene above NR 140 PALs and VOC vapors beneath the building slab next to the former Plant 2 LUST pit are above the residential vapor risk screening level (VRSL) for 2-propanol. Soil and groundwater downgradient of former Brillion Iron Works Plants 1, 2, and 4 are also impacted with RCRA metals and low levels of PAHs and VOCs. These compounds likely migrated through floor cracks, damaged piping, or are attributed to releases that occurred in the surrounding parking lots. Lead was also detected in soils above the NR 720 non-industrial soil RCL near the charge yard of Plant 1 and other metals are present above POG soil RCLs in several other locations. A sample collected near floor cracks around the former paint line indicates groundwater downgradient of the paint line contains arsenic above the NR 140 ES. Near-surface soils at the former Larson Canning property are impacted with trace levels of PAHs and RCRA metals and groundwater is impacted by trace levels of PAHs and RCRA metals above NR 140 PALs, including one lead ES exceedance. Surface soils in this area were likely impacted by petroleum storage, process wastes, imported fill, long-term truck parking and maintenance activities, and/or oil used for dust suppression. Low levels of RCRA metals, PAHs, and VOCs are present in soil and groundwater next to the storage and maintenance buildings (former milk condensery); only arsenic and chrysene exceeded the NR 720 POG soil RCL and no compounds detected in groundwater were above the PAL. Lastly, soil in the charge yards on the east side of Plant 1 and Plant 2 is impacted with RCRA metals, PAHs, and VOCs above NR 720 soil RCLs. The groundwater beneath the charge yards is impacted with RCRA metals and PAHs above NR 140 groundwater standards. Based on our knowledge of the universal wastes contained in the existing buildings, extent of known foundry and

construction fill on the property, and known soil and groundwater impacts, at least 75% of the property has been impacted by foundry fill, contaminated soil and groundwater, and building components containing universal wastes.

Revitalization of the Target Area; Reuse Strategy and Alignment with Revitalization Plans - The overall goal for the IWRP is to completely transform the 145-acre BIW site (currently Heavy Industrial zoning) to offer safe and healthy space for residential, industrial, and commercial tenants alike, while mitigating flooding and environmental contamination issues and providing connected recreation and greenspace amenities. Through improved engineering of the area and the creation of housing and business opportunities, the IWRP will ignite economic dynamism and growth in our community. This redevelopment approach was designed together with the City, Ariens, and Calumet County, and consists of a 2-phase strategy. Each phase involves a discrete task list focused on specific goals.

Phase 1 (9/2018-10/2021): A set of bid specifications and documents was issued to pre-qualified contractors to undertake demolition to grade of all on-site buildings, except Plant 3, which was repurposed for use by the Ariens as their R&D facility. Removal of all below-grade materials (slabs, footings, basements) will occur in a subsequent phase. Phase 1 demolition will include razing over half a million sq ft of vertical structure, including but not limited to 3 large industrial plants. Removing these buildings in Phase 1 will eliminate old, unsafe, and unusable industrial buildings on the BIW site currently occupying valuable reuse areas. Leaving sub-grade structures in this phase will minimize the potential for contaminant migration due to storm water infiltration into impacted soils by minimizing the time soils are exposed prior to remediation in succeeding project phases. Demolition will also include permitting with the Wisconsin Department of Natural Resources (WDNR) for asbestos abatement, hazardous materials removal, and demolition. The site is currently secured by locked gates and monitored by security equipment and staff, to continue following demolition. As demolition progresses, Ariens will continue to renovate Plant 3. In addition to large-scale demolition and Plant 3 reuse, a new roadway and associated infrastructure will be developed across the 145-acre BIW site, providing more-suitable commercial and industrial access points.

Phase 2 (11/2019-12/2024, est.): Phase 2 of the IWRP will consist of additional investigation in the building footprints, at- and below-grade demolition, including coordinating and documenting the disposal or beneficial reuse of concrete, environmental remediation – the focus of this grant proposal (10/2020-9/2023, est.), additional infrastructure development, and site preparation/grading. At the completion of Phase 2, on-site structures, including foundations and footings, will be razed, environmental impacts in the areas of former structures will be understood, contaminated soil will be remediated, groundwater monitoring infrastructure will be installed throughout the property to support remediation, the site will be graded and prepped for multi-use development, infrastructure will be constructed or upgraded, and greenspace and a trails network will be created along Spring and Mills Creeks. Several foundry buildings on the BIW campus were built directly over Spring and Mills Creeks, which flow through a box culvert underneath Plant 1 on the west side of the property, causing them to narrow as they pass beneath the building. This has created numerous instances of flooding. Removal of Plant 1 will daylight the streams and ease back pressure of water during spring melt and large storms from flooding the downtown Brillion area.

Following completion of Phases 1 and 2 of the IWRP, the project team will redevelop the site in a sustainable and compatible fashion to conform with the existing and surrounding land use to help inhibit and mitigate potential flooding of the site and align with the overall goals of the City. We have invested significant funds to study community needs and recent planning efforts charted a course for future economic prosperity in the City. Brillion's community leaders and partners like the East Central Wisconsin Regional Planning Commission (ECWRPC) are committed to investing in targeted redevelopment in the City that fits the needs of the community, which include workforce housing, commercial and industrial opportunities, and recreational amenities. The IWRP fits seamlessly into this vision. Reuse of this former foundry, currently a dangerous and unattractive nuisance, will accomplish many of our goals while eliminating blight and contamination in the heart of Brillion. This project will create new housing and business prospects for current and future residents, encourage more people into the downtown commerce area, facilitate job creation and the expansion of a Brillion-born manufacturing powerhouse headquartered in the City (Ariens), allow for further industrial growth, and enhance recreational assets while addressing long-standing storm water and flooding issues. Though many difficult issues will need to be addressed, including zoning, storm water control, environmental remediation, and large-scale building demolition, this site offers a unique opportunity for Brillion to create an asset that will benefit many generations. The project team has a plan in place to address these issues, with a strong commitment from us and local business leaders and overwhelming backing from residents. The IWRP will create a better setting for surrounding properties and public space, while preserving community heritage.

Outcomes and Benefits of Reuse Strategy - Upon the completion of the IWRP, including site remediation, the renovated 145-acre BIW facility is expected to redefine the eastern Brillion area as family-, pedestrian- and business-friendly, with

amenities to serve residents and patrons. The BIW site has some of the highest potential to attract near-term private-sector, shovel-ready development once the environmental concerns have been more fully understood and remediation activities planned and implemented. Our IWRP will help to catalyze new employment (permanent, remediation, and construction), property investment, and value leading to annual increased local property taxes and new housing in our most transit-supported corridor. Most importantly, these targeted investments will help spark additional private-sector investment building from the momentum our initiative is creating. We will be managing IWRP redevelopment with focused public access, quality housing, walkability, tax base increases, job creation, and green space and trails network creation along Spring and Mills Creeks. In addition to job, quality and affordable housing, green space, and recreation creation, the redevelopment of the BIW property will facilitate energy efficiency through permitting Neighborhood Electric Vehicle, ATV, UTV, and golf cart use within and near the site. The BIW site is not located within an Opportunity Zone.

Economic impact from any project can be measured in a variety of ways. Remediating and redeveloping the BIW property while adding green space along Spring and Mills Creeks will increase site and surrounding property values and consequently generate an increased tax base and user fees for municipal services (water, sewer, police). In addition, once the project is completed, new and transfer employees at Ariens' R&D facility will pay income taxes and contribute to the local economy by actively participating in it. The R&D business will offer approximately 22 new local jobs, yielding \$1.69M in wages and benefits for our workforce, and 25+ transfer positions. Additionally, the project will offer employment related to redevelopment itself, including but not limited to road construction, remediation, demolition, and building renovation. Local and state governments will benefit from increased sales taxes due to augmented tourism and use in the eastern Brillion area. Perhaps the biggest economic benefits would be experienced by the local residents, who will see new and desperately needed jobs created and an eastern gateway they could take pride in, as they did when BIW was operational.

Because of the presence of creeks on the BIW site and its proximity to Horn Park, there are countless opportunities for redevelopment into greenspaces, outdoor amenities, and recreational access points. Recreation opportunities for the streams are abundant and include fishing, trails, and a river parkway. These and other activities could be combined with the Horn Park system that would serve Brillion and add to the attractiveness of the City as a regional destination, increasing tourism and support additional investments. Areas redeveloped for uses such as parks and environmental buffers afford mental and physical health benefits to community and regional users. The greenspace creation on this brownfield will also facilitate natural storm water management, slowing the travel time of runoff and increasing infiltration, and potentially reduce the requirements for adjacent commercial development to provide treatment on each individual site.

Strategy for Leveraging Resources; Resources Needed for Site Reuse - The City will be utilizing a wide array of funding to complete site cleanup and reuse and redevelopment activities, including private investment from Ariens (\$5.4M) for Plant 3 renovation, Wisconsin Economic Development Corporation (WEDC) Idle Site Redevelopment Program funding (\$500k) awarded to the City of Brillion in late 2018 for demolition, tax incremental financing (\$450k) for remediation, Wisconsin Department of Transportation (WisDOT) Transportation Economic Assistance (TEA) funding (\$5k per job created) and WisDOT Multimodal Local Supplement (MLS) funding (\$1.5M) for infrastructure development (see Attachment 2a). Additional WEDC funding for a Brownfield Grant is also being explored as a potential funding resource for the remediation phase of the IWRP. Tax incremental financing has already been secured for the IWRP through the implementation of an Environmental Remediation – Tax Incremental District (ER-TID) on the site: over the life of TID No. 5, over \$13 million is expected to be generated, including \$550k for site remediation. ER-TID dollars will be procured through General Obligation bonding and Municipal Revenue Obligation (MRO) to support the IWRP. Ariens has also committed to providing approximately \$6.7M to the IWRP, including the \$1.3M expended for site purchase by the City and resources to develop detailed plans for the renovated Plant 3 building design and utilization: Ariens' financial commitments to the IWRP are outlined in a Memorandum of Understanding (MOU, see Attachment 4).

The City and its partners have developed and continue to advance a strategy to acquire additional grant funding from state and federal sources. In addition to the sources identified above, the project team will also be evaluating ancillary funding opportunities such as Safe Routes to School, Urban Waters Restoration grants for Spring Creek protections or improvements, and other programs to facilitate future project components or activities such as Section 319 storm water funding, Urban NPS grants, EDA and FEMA grants, that could benefit the larger project vision. As it progresses, suitable grant prospects will be pursued to make up any gap funding necessary for the completion of the IWRP.

Use of Existing Infrastructure - The IWRP aims to utilize existing infrastructure where practical. However, to fully realize the potential of the BIW site, additional infrastructure is necessary to transform this single-use industrial site into a multi-user

business and industrial park with adjacent residential housing and recreational amenities. Additional roadway is necessary to provide suitable access to the commercial and industrial portions of the property and utilities must be updated to house the planned development. TID No. 5 will contribute approximately \$2M to demolition and \$4M to public infrastructure, and the City expects to acquire WisDOT TEA and MLS dollars to assist in infrastructure improvements.

COMMUNITY NEED AND COMMUNITY ENGAGEMENT: *The Community's Need for Funding* - The population of the City of Brillion was 3,148 at the 2010 census, declining to 3,107 residents in the July 2018 Census estimate. As a small community, Brillion is unable to undertake redevelopment of a 145-acre industrial brownfield property without public/private partnerships. Correspondingly, the project team and community have a long and solid track record of equitable development projects and successful redevelopment efforts. This project, undertaken by the City, County, Ariens, and a supplemental project team, is an example of the strategic planning and cooperation efforts that have allowed our tight-knit community to take the necessary steps to accomplish our goals and bring our vision for Brillion to fruition. However, we still need help in filling a funding gap due to the considerable upfront costs that remain evident at the BIW site. The mixture of environmental assessment and remediation costs, building and infrastructure costs, flooding and storm water mitigation issues, and dire need for housing, industry, and commercial and retail vitality make this a challenging but exciting project for a community of our size and modest means. Through your financial assistance and participation in the cleanup phase of a high-profile community project, EPA can effectively kickstart the environmental remediation of the BIW site, without which the IWRP cannot be completed. Public borrowing from WisDOT and State Trust Fund Loans is available to the City, however borrowing for a project of this magnitude is not feasible for Brillion due to the city's limited sustainable debt capacity. The City's debt capacity is typically 12% of General Obligation (GO) Funds, and the City is currently at its GO limit. Therefore, public borrowing is not currently an option to make up any funding gaps. Given the scale of the IWRP and limited public borrowing viability, gap funding is still needed. An EPA Cleanup Grant is the missing piece of the IWRP puzzle, and it's funding the catalyst for the success of entire IWRP. Transformation of this site, despite its challenges, is tantamount to keeping Brillion alive and on an upward trajectory. Our request is for \$500,000 (\$350k hazardous and \$150k petroleum).

Threats to Sensitive Populations: *Health or Welfare of Sensitive Populations:* The former BIW site comprises over 145 acres on the eastern edge of Brillion. As a large and partially unsecured site along STH 10, the most frequently traveled commuter road in the County, and adjacent to residential neighborhoods, the longer the BIW site sits vacant, the more foot traffic it is susceptible to. Coupled with Horn Park, Brillion's largest and most diverse park located immediately adjacent to BIW, this is a major safety and health concern for youth and the public at large. Nearby residents and visitors are adversely impacted as they stream along adjacent public facilities, regularly encountering the blighted and contaminated BIW site. The contaminated media and the structural state of some buildings and junk or equipment areas on the BIW site add to these safety concerns.

Compared to the City as a whole, residents near the site and within the target eastern Brillion area are disproportionately affected by the following environmental issues and concerns. This is especially troubling due to the high level of youth-oriented recreation (Horn Park) and elderly oriented facilities (Garrow Villa, Parkway Apartments) adjacent to or nearby BIW, who may inadvertently access the site or are in the prevailing wind direction of airborne contaminants from unpaved portions of the site. Health impacts are additive from area brownfields, namely the BIW site: Ingestion/Inhalation of Contaminated Soil: the most common soil contamination in our brownfield areas are from metals, VOCs, and PAHs, the ingestion and inhalation of which present significant health threats; Vapor Intrusion: chemical vapor migration into old buildings, such as the many at BIW, from contaminated soil and groundwater is a concern given the elevated water table, potential for flooding, and history of industrial use in the area; and Safety, Shelter, and Accessibility Impacts from Blighted Brownfields: the prevalence of brownfields and dangerous abandoned buildings creates an unwelcoming setting that cuts outdoor family activity, discourages walking, rises petty crime, and contributes to the decline of housing value and quality.

Cleanup of the BIW site will remove the public health hazards associated with direct contact with media contaminated with PAHs, VOCs, and RCRA metals. The City and its partners recognize that a healthy environment underpins economic, health, and social well-being of our community. This project will create jobs, remove environmental concerns, and reinvigorate our area. The City's proactive approach to remediate and revitalize the former BIW site is consistent with the City's and region's redevelopment goals, aligns the property use with surrounding properties, and removes the public threat of hazardous substances and petroleum. While this individual brownfield redevelopment isn't a silver-bullet to the community, it will contribute as a huge positive building block that will promote further economic impacts through the redevelopment, while at the same time providing health and safety benefits to the surrounding community.

Greater Than Normal Incidence of Disease and Adverse Health Conditions: Statistics from a [2012 community forum](#) held to discuss, tabulate, and select the top health improvement priorities in Calumet County indicate a pattern of excessive alcohol consumption (37% Calumet County vs. 24% Wisconsin vs. 7% US) and adult obesity (31% Calumet County vs. 29% Wisconsin vs. 25% US). According to [2013 County Health Rankings](#), Calumet County has the highest rate of binge drinking among all counties in Wisconsin and a higher adult obesity rate than the state and nation. Obesity and excess drinking places those afflicted at increased risk for chronic diseases such as heart and liver disease, stroke, and various cancers. Additionally, much of Brillion's population lives in the residential neighborhoods nearby BIW, where they cohabitate with the environmental and health hazards surrounding them and are exposed to contaminants. The BIW brownfield site, once redeveloped, will offer numerous amenities that will make for healthier living in our City. Converting a portion of BIW to trails, greenway, and recreational space makes it easier for people to engage in outdoor activities and will help reduce obesity. These amenities also afford mental health benefits, which go hand in hand with the physical health of our residents. Additionally, BIW, following completion of the IWRP, will offer commercial space into which health services and healthy food options can grow that collectively can raise the health of our community.

Disproportionately Impacted Populations: The BIW site represents a significant social and environmental injustice concern for Brillion residents, exposing our nearby residents to increased environmental and health hazards. With over 34% of our civilian employed population working in manufacturing compared to 18.4% in Wisconsin and 10.3% in the US and over 93% of workers in the private wage and salary class compared to 82.5% in Wisconsin, the vacant BIW site is more than just a health and safety concern: this site represents hundreds of manufacturing jobs no longer available, and without revitalization of BIW through the IWRP, never will be again. The BIW site, once redeveloped, could bring not only manufacturing jobs back to our City, but also new private commercial and retail businesses and associated job opportunities. In addition to the impacts from brownfields like BIW that affect the health and welfare of Brillion's residents, many also suffer from limited access to healthy food. With a [6.9% food insecurity in Calumet County](#), \$1,647,000 annual food budget shortfall, and [8.2% of Brillion total households and 54.7% of Brillion's single female households receiving food stamps/SNAP](#) benefits, grant dollars could help to remedy the situation by allowing us to remove dangerous sites and structures that tend to attract youth and vagrants and replace them with amenities to aid our underserved populations, such as grocery stores or restaurants with healthy food options.

Community Engagement - The City recognizes the need for involvement of multiple authorities and realizes the importance of developing intergovernmental agreements. Relationships between the City and other government and local agencies have been developed through the preliminary stages of the IWRP. These agencies have been involved with the City in the past and currently on community projects and planning and will likely be involved during implementation of an EPA Cleanup Grant, and include the School Districts, WDNR, U.S. Army Corps of Engineers, and WisDOT.

The City has received support from the WDNR, who will provide invaluable guidance and oversight of the proposed remediation and redevelopment process, including helping to finalize and approve Remedial Action Plan (RAP) and Analysis of Brownfield Cleanup Alternatives (ABCA, see Attachment 3a). The City anticipates other state agencies, such as the Wisconsin Department of Health Services, will become involved and play important roles as cleanup is implemented.

Project Partners and Roles -Community-based organizations have been instrumental in creating a vision for the revitalization of the former BIW property. The City has and will continue to meet with a variety of community organizations and businesses to solicit input and keep the community informed about the IWRP. The following community organizations will provide support and be deeply involved in the implementation of this grant:

We are partnering with the Brillion RDA (Beth Wenzel, Beth@zanderpressinc.com, 920.756.2250), who has played a role in our redevelopment since the late 1990's. Most current RDA members are local business owners with redevelopment project experience. Eliminating blight and enhancing the City environment is their top priority. The RDA will help advance the IWRP by promoting available business prospects, programs, and partnerships that foster business development at the BIW site.

Ariens (Mark Olsen, MOlsen@ariensco.com, 920.756.4649) has already demonstrated and invested in the vision of what this site can become, having already committed over \$5.5M in building renovations and remodeling of former BIW Plant 3, additional funds to retain environmental professionals, architects and designers, and legal counsel to redevelop this property, and \$1.3M for the City's acquisition of the BIW property. Ariens' commitments to the IWRP are outlined in a MOU between the City and the company. In addition to financial support, Ariens will invest time and resources to assist with community outreach, including helping to provide translators for community meetings focused on the IWRP.

Calumet County (Mary Kohrell, Mary.Kohrell@calumetcounty.org, 920.849.1680) has been closely involved in all stages of the IWRP thus far, including funding strategy and planning efforts, and will continue to be a key player in project implementation. Calumet County will work with the City of Brillion to create and retain jobs through the IWRP by supporting business development and entrepreneurship; promoting business retention and expansion efforts throughout the county by addressing individual business needs through increased interaction; devising a method for assessing business needs; and identifying funding from available state or regional sources. To assist the City of Brillion in marketing and outreach, Calumet County will promote the County's incentive program (revolving loan fund), promote the availability of services that support local businesses, and engage with economic development programs at the state and regional levels to assist in the marketing of available buildings and properties at the newly developed BIW site.

Incorporating Community Input - Brillion regards community engagement as a crucial component of any public improvement project – we don't just solve our brownfield issues through individual organizations, we solve them collectively as a community. Brillion residents will be kept involved and informed throughout the project through public meetings, project updates posted on the City website, community forums, flyers, newsletters, social media platforms, and other publications to reach all residents and partners. Low-tech tactics will be utilized to more effectively reach our low-income and elderly populations. Brillion's goals through these approaches include gathering input and specific needs, exchanging relevant information regarding the status of the IWRP, brainstorming necessary and effective action steps, and engaging the entire community's network of business contacts and lenders. The City will continue to gather input as appropriate from private and public entities, welcoming comments and ideas. Developable sections of the BIW property will be marketed to business contacts and lenders through online inventories. The dominant language in the study area is English and is the language used by local newspapers to print legal announcements. Since there are Spanish-speaking community members who will be part of this effort, including transient populations of migrant workers, public notices will be translated and published in Spanish, and Spanish language interpreters will be provided by the City at any public meeting to discuss this initiative, as needed. Ariens has minority employee populations and provides translators for employee meetings; they are committed to aid as needed with the effort to include Spanish-speaking community members in the IWRP.

TASK DESCRIPTIONS, COST ESTIMATES, AND MEASURING PROGRESS

Proposed Cleanup Plan: The preferred alternative for remediating contamination beneath the former BIW site is capping with soil removal along with vapor mitigation systems on new building components in localized areas and was selected because it is the most cost-effective remedy, based upon the proposed redevelopment plan, for eliminating direct contact health risks. Site capping and grading will be performed to promote runoff and decrease infiltration into contaminated soils and will be necessary to raise surrounding grades to two feet or more above the floodway fringe. Capping involves placing an engineered surface cover over contaminated materials to eliminate direct contact exposure. Capping is efficient in terms of site cleanup because it can be readily incorporated into redevelopment plans for the site, which typically require pavement, buildings, and landscaped areas. Impermeable caps associated with site development such as paved surfaces in driveways or parking lots and building slabs require little maintenance. Vegetated soil caps require regular maintenance to prevent erosion. The area of concern for direct contact exceedances that required remedial alternatives represents an estimated 75,000-square foot or 1.7 acres. This estimate does not include an area on parcel 16 (approximately 1.8 acres) that had an industrial RCL exceedance and may require soil relocation due to topographic relief.

Although the intent will be to reuse as much contaminated soil on site as possible, due to the limited ability to relocate material on site due to flood plain limitations, excess soil that cannot be capped or needs to be relocated due to anticipated site grading will need to be hauled and disposed of off-site. Impacted soil removed from the subject property will be transported to the Advanced Disposal Hickory Meadows Landfill facility for disposal. Areas that could require potential soil excavation, relocation, or disposal with soil standard exceedances total approximately 11 acres. Of the 11 acres, only 6,000 sq ft is suspected be contaminated with petroleum or hazardous substances at levels that would require disposal. These areas include the charge yard on the west side of Plant 1, Plant 2 LUST site, Tank Farm 2 LUST site, and an area of petroleum contamination identified during 2017 and 2018 site investigation activities. The excavations would likely extend to groundwater, which is approximately 8 feet below the surface. If soil is not removed in areas where impacted vapors are shown to be present, a suitably designed vapor system will need to be designed, installed, and commissioned. Solvents and petroleum products were detected in groundwater samples around Plant 1, Plant 2, and Plant 4. Depending on geologic conditions and additional investigation results, a vapor system may be necessary in buildings constructed in these areas.

Description of Tasks/Activities and Outputs

Task/Activity: Programmatic Activities
i. Project Implementation: Meeting terms and conditions of the Cooperative Agreement, including quarterly reports, financial reporting and accountability, property profile forms, and financial audits. While our staff haven't directly worked in ACRES, we've watched the PowerPoint Getting Started: ACRES training for New Grantees on EPA's website and understand our obligations; Retain a qualified environmental professional (QEP) to assist in managing the activities funded by the EPA grant. We will procure these services through a qualifications-based bid process; Request for Reimbursements; Travel & Training (brownfields related meetings, training sessions, conferences)
ii. Anticipated Project Schedule: Ongoing throughout grant period.
iii. Task/Activity Lead: Lori Gosz and/or QEP
iv. Outputs: RFP/RFQ; documentation, high-quality QEP, EPA quarterly reports, annual federal reports, ACRES updates, summary report and forms, forms submitted to Las Vegas for payment, attend meetings, conferences and training sessions, and managing the cleanup schedule and budget.
v. Cost per unit: 50 staff hours at \$100 per hour.
Task/Activity: Remediation Design
i. Project Implementation: Kickoff meeting with State, EPA, and QEP (as soon as QEP in place); Prepare ABCA (Q1-Q2 2020); Green and sustainable remediation (GRS, before, during, after remediation activities); Prepare decision document (Q1 2020); Prepare remedial design and engineering documents (October 2020-October 2021); Prepare site-specific QAPP and HSP (Q1 2020)
ii. Anticipated Project Schedule: 2020-2021
iii. Task/Activity Lead: QEP
iv. Outputs: Plan of Action and schedule identified, approved ABCA, GSR language in ABCA and RFP, public comment summary letter, approved remedial action and engineering/design documents and approved budget, Quality Assurance Project Plans (QAPP), Health and Safety Plan (HASP), and Remedial Action Plan (RAP), completing the WDNR Coordination and Approval Processes.
v. Cost per unit: 65 hours at \$100 per hour. If budget allows or as part of our cost share, WDNR review fees will be included in this item, estimated at \$1,050.
Task/Activity: Remediation
i. Project Implementation: Implementation and oversight of cleanup activities (soil excavation and disposal, placement of backfill, site restoration, maintenance of erosion control measures, construction oversight); Collection of confirmation samples (when remedial activities complete); Cleanup documentation (within 90 days of completion of remedial activities); Cleanup complete documentation (following completion of remedial activities)
ii. Anticipated Project Schedule: 2021-2023.
iii. Task/Activity Lead: QEP
iv. Outputs: Soil excavation and disposal, placement of backfill, site restoration, maintenance of erosion control measures, and closeout of the construction contract. This also includes construction oversight, soil confirmation sampling, and documenting work is done in accordance with the RAP. Daily inspections and weekly site reports by QEP, sample analytical results.
V. Costs per unit: The total costs for these tasks include an estimated \$270,000 for contaminated soil removal and disposal, \$450,000 for installation of engineered soil, concrete, and asphalt cover system, and \$115,500 in environmental consulting fees, construction assistance, laboratory fees, project documentation, and regulatory closeout, and were developed in the ABCA document. Vapor system design and installation costs are also included in this task, at an estimated \$50,000 per vapor system, with at least one vapor system to be implemented, based on available data. Additionally, annual groundwater sampling for an assumed three years (at a cost of \$10,000 per year) is likely necessary to achieve regulatory closure and is included in this task. The City of Brillion is requesting \$338,250 for funding for remediation of hazardous substances and \$142,250 for remediation of petroleum impacts. The remaining funding necessary for this task will be provided as the required 20% cost share and via leveraged funds.
Task/Activity: Regulatory Coordination/Closure
i. Project Implementation: A QEP will coordinate with EPA and WDNR so that regulatory documents and closure letters are submitted in a timely manner.
ii. Anticipated Project Schedule: Ongoing throughout grant period.
iii. Task/Activity Lead: QEP

iv. Outputs: Coordination with the EPA and WDNR to confirm cleanup criteria and remedial action objectives, remedial action documentation report, submitting a case close request and associated GIS Registry documents to the WDNR, applying for permits, and paying regulatory fees.
v. Costs per unit: 10 hours of applicant personnel (\$100/hr) to assist in meetings with WDNR, and at least 50 hours (\$100/hr) outside staff time. If budget or cost sharing obligation is needed, Closure packet costs will be \$1350 to WDNR.
Task/Activity: Community Involvement
i. Project Implementation: Work with partners to ensure commitments are implemented (ongoing); Prepare community relations plan (Q1 2020); Establish information repository (Q1 2020); Implement 30-day comment period on ABCA (Q1 2020); Public meetings (TBD); Prepare fact sheets and communicate the status and progress of the former BIW site cleanup progress. Project updates will be posted on the City website and status updates will be provided to property owners in the neighborhoods adjoining this property (ongoing)
ii. Anticipated Project Schedule: Ongoing throughout grant period.
iii. Task/Activity Lead: QEP
iv. Outputs: Community Relations Plan, project fact sheet, website updates, website development, public meetings, handouts during public meetings, and meeting minutes.
v. Costs per unit: 15 hours of senior staff time (\$100/hr), \$500 in presentation material and newspaper advertising fees, and at least 20 hours (\$100/hr) of consultant time in community outreach assistance and public meetings.

Cost Estimates (see above for costs per unit)

Budget Categories		Project Tasks (\$)					Total
		Task 1 Programmatic Activities	Task 2 Remedial Design	Task 3 Remedial Action	Task 4 Regulatory Coordination	Task 5 Community Involvement	
Direct Costs	Personnel (H)				\$500	\$750	\$1,250
	Supplies (H)					\$500	\$500
	Contractual (H)	\$3,000	\$4,000	\$338,250	\$3,000		\$348,250
	Personnel (P)				\$500	\$750	\$1,250
	Supplies (P)						
	Contractual (P)	\$2,000	\$2,500	\$142,250	\$2,000		\$148,750
Total Direct Costs		\$5,000	\$6,500	\$480,500	\$6,000	\$2,000	
Total Federal Funding (H)		\$3,000	\$4,000	\$338,250	\$3,500	\$1,250	\$350,000
Total Federal Funding (P)		\$2,000	\$2,500	\$142,250	\$2,500	\$750	\$150,000
Cost share*				\$100,000			\$100,000
Total Budget		\$5,000	\$6,500	\$580,500	\$6,000	\$2,000	\$600,000

*Note that the cost share provided by the City of Brillion, described in b., above, will be distributed according to the needs of the project and funds may be provided in the form of general funds, in-kind services, DNR fees, grants, or other sources.

**The actual project budget will vary depending on the results of the ABCA/RAOR process, final selected remedial action alternative, and contractor bids.

The City of Brillion will meet the required 20% cost share using an ER-TID created under Act 70 at the BIW site. Throughout the life of the ER-TID, an estimated \$550,000 is anticipated to support environmental remediation of the BIW site. \$100,000 of the total available remediation funding will be utilized to satisfy the cost share requirements of this grant.

Measuring Environmental Results: Anticipated project outputs will include a Work Plan, an EPA accepted QAPP and HASP, an accepted ABCA and WDNR RAP with noted preferred option, completed remediation activities, final documentation report describing how actions complied with RAPs submitted to WDNR with review fee, and submittal and acceptance of site closure registry package to the WDNR that notes completion of remedial actions and obligations at the site (with the exception of long-term obligations or deed restrictions). Other outputs will include a Community Relations Plan, public meeting handouts, presentations, and minutes, website development and pages, and implemented media strategy. Regularly submitted performance reports and ACRES reporting will be incidental to this project output list. Outcomes documented and measured will include; acres of land remediated and redeveloped, acres of greenspace and parks preserved or created, direct jobs created, tax revenue generated, pre- and post-redevelopment property values; outside investment leveraged, including other grant funds; and measured impacts on property values within 1,000 feet. A more qualitative outcome we will measure is the broader impact the IWRP will have on other brownfield redevelopment in Brillion and the surrounding area, and the overall investments made (publicly or privately) on the cumulative projects.

PROGRAMMATIC CAPABILITY AND PAST PERFORMANCE

Programmatic Capability: Organizational Structure –With the EPA to make up the funding gap, the City and its team, with their collective experience in redeveloping large properties like BIW, are fully prepared to implement the IWRP activities. The City has a history of appropriately expending, administering, and reporting on grant funds from state, federal, and private sources. We will be administering a successful grant award using our staff with help from a consultant and Ariens finance department.

During project implementation, we understand we will be required to work with the WDNR in development of a RAP, which outlines the remediation approach to be implemented; conduct public meetings presenting this approach to solicit feedback; documenting and reporting to the WDNR that remediation was performed in accordance with plan; and submitting a closure request when the remedial goals were met. This will be done in collaboration with the EPA and the cooperative agreements in place between WDNR and EPA for our state.

Description of Key Staff- Specific individuals involved in implementation include: Gary Deiter – City Mayor since 2009 and former employee at BIW for 37 years before retiring; Lori Gosz – City Administrator/Clerk-Treasurer; Beth Wenzel – Chairperson, Brillion RDA; and Cheryl Welch – Director, Brillion RDA. City of Brillion staff have a history of working on public/private partnerships to redevelop and revitalize the community. Since 2008, the City has successfully completed development of a grocery store (EconoFoods) and Verve Credit Union, and on Highway 10 on Brillion's north side, the Shopko Hometown Store and McDonald's. Brillion has also worked on expansions at Endries and Professional Plating, which involved large-scale road reconstruction. Rounding out the City's implementation staff, the Brillion RDA has played a role in Brillion's redevelopment since the late 1990's; most current RDA members are local business owners and operators with redevelopment project experience.

Acquiring Additional Resources - The City of Brillion understands additional technical expertise and resources will be needed to effectively complete the proposed remediation project. We will retain a qualified environmental consultant to assist in managing the activities funded by the Cleanup Grant through a qualifications-based bid process. This will include evaluating (1) the number of EPA grants the environmental consultants have helped manage; (2) the consultants' understanding of the Clean Up Grant process and QAPPs, and (3) the consultants' understanding and ability to help with community outreach and education. The consultants will be evaluated on their experience with Wisconsin environmental laws, regulations, and EPA requirements and policies; environmental due diligence; transactions of environmentally impaired property; environmental site assessments (ESAs); environmental remediation projects; brownfield redevelopment and financing; and community outreach activities.

Past Performance and Accomplishments: The City of Brillion has never received an EPA Brownfields Grant. We have, however, successfully administered grant funding from other federal and non-federal agencies.

Purpose and Accomplishments - The City of Brillion has experience with managing state grant and loan funds related to revitalization and redevelopment; it administers a CDBG Revolving Loan Fund and has successful recent grant administration experience – 2008 WisDOT TEA Grant - \$135,320 and WI Dept. of Commerce Public Facilities for Economic Development (CDBG-PFED) Grant - \$247,400. The most recent grant funding awarded to the City is a Wisconsin Economic Development Corporation Community Development Investment Grant of \$250,000 in early 2018. The grant is supporting construction of a downtown apartment building – a project that will improve the aesthetics of the Brillion business district and help meet the city's housing needs and will help fund the Calumet County community's plan to raze a vacant grocery store on Main Street and replace it with a 40-unit apartment building. The project is part of the city's Main Street Square initiative, which calls for the construction of a new City Hall with greenspace and enhancements to the existing Brillion Community Center. The Brillion RDA purchased the grocery store and is building the apartment building in partnership with Northpointe Development. The \$8 million project also includes sewer, water and street improvements. Once completed, the project is expected to add more than \$7 million to the city's tax base and generate about \$154,000 in annual property taxes. In addition to removing a blighted building from downtown, the project also will help the need for workforce housing in Brillion.

Compliance with Grant Requirements - The City of Brillion has grant administration experience dating back over 10 years, and we have managed these projects in accordance with the agencies or grantors terms and conditions. Additionally, all reporting requirements were met and projects were completed within the scheduled time limit where applicable. The City will use EPA Brownfields Cleanup Grant funds in accordance with all requirements and conditions set forth by the EPA. In compliance with federal guidelines, the City will retain consultants to assist in the management of specific aspects of the grant should we lose or the necessary in-house expertise or need further assistance.

Attachment 2a
Leverage Documentation



October 28, 2019

U.S. EPA Region 5 (Great Lakes Region)
77 W. Jackson Blvd. Suite 1600
Chicago, IL 60604

To Whom It May Concern,

The Ariens Company leases a portion of the former foundry site known as the Brillion Iron Works and is working closely with the City of Brillion and its project team on the Iron Works Revitalization Project (IWRP) to remediate the 145-acre site and bring it back to useful, productive space in Brillion.

As a part of our lease, we made a commitment in June of 2018 to invest up to \$5.4 million in the upgrade and remodel of the building identified as the Farm Implement Building, or the former Brillion Iron Works Plant 3 building. The Ariens Company to date has made substantial improvements to the site and will in the end invest the amount as previously committed to, and as shown on the enclosed schedule.

The Plant 3 building and its location are critical to the Ariens Company and its on-going success as a leader in outdoor power equipment. We currently have more than 75 employees on the Brillion Iron Works site and we look forward to its continued revitalization under the IWRP and the consequent addition of job prospects for our community.

Thank you for your consideration regarding this important project for the Ariens Company, our employees, and the City of Brillion.

Sincerely,

Mark R. Olsen
Vice President

Ariens Company
Iron Works Revitalization Project
Estimated Investment
Farm Implement Building
June 1, 2018

Brillion Iron Works capital requirements:

Task Name	Fiscal / Year 2019 Capital Cost/Expense	Fiscal / Year 2018 Expense
IT infrastructure	\$148,143.00	
Maintenance & Facilities Infrastructure	\$613,972.00	\$380,200.00
Service 80/20 & Kitting infrastructure	\$229,905.00	
Model shop infrastructure	\$37,600.00	
Contingency	309,600.00	
Brillion Iron works paint system	\$1,034,388.00	
Total	<u>\$2,373,608.00</u>	<u>\$380,200.00</u>

Engineering Requirements:

Engineering Equipment move/Repair/Upgrade	<u>\$2,595,900.00</u>
Total	<u>\$2,595,900.00</u>

Grant Total All Years:

Total \$
\$5,349,708.00

Brillion Iron work tentative move date block (please note exact dates are being worked on)

IT Temporary "hot spot"	7/9/18-7/20/18
IT infrastructure	5/2/18-9/03/18
Model shop move	7/9/18-7/20/18
80/20 cell move	8/6/18-8/30/18
Kitting cell move	8/6/18-8/30/18
Paint system	6/4/18-1/21/19



BMO Bank of Montreal
Asset Based Lending
111 West Monroe Street
20th Floor East
Chicago, IL 60603

October 2, 2018

Wisconsin Economic Development Corp
201 West Washington Ave
Madison, WI 53703

RE: Ariens

We have received your inquiry regarding Ariens Company. (ARI). It is the policy of Bank of Montreal N.A. ("BMO") in responding to inquiries regarding its borrowers to provide no information other than the type of loan(s) maintained by the borrower, the present balance of such loan(s), the existing security for such loan(s), and the length of time BMO has conducted business with the borrower. Should you require further information, we recommend that you contact Ariens directly.

To the extent your inquiry seeks the information set forth above, it is provided below:

- a. ARI presently maintains one (1) outstanding loan(s) with BMO, consisting of a revolving loan.
- b. ARI had availability to borrow under that outstanding loan in excess of \$5,400,000.00 as of October 1, 2018.
- c. The loans are due and payable as of November 17, 2020 and are also subject, by its terms to potential demand or acceleration.
- d. ARI has conducted business with BMO since prior to 2014.

It is the policy of BMO to limit the exchange of credit information to the aforesaid subjects. This information is provided solely in response to your limited inquiries and should not be construed as a summary of our lending relationship with ARI. The information set forth herein is provided in confidence and should not be disclosed or distributed by you without our consent and the consent of ARI.

The above information is given as of the date specified in this letter and we disclaim any undertaking to advise you of any changes that hereinafter may be brought to our attention. We further disclaim any responsibility to you with regard to this information and encourage you to exercise due diligence in connection with your contemplated relationship with ARI, including direct inquiry by you to the borrower.

Sincerely,
Bank of Montreal

A handwritten signature in black ink, appearing to read "Terence McKel", written over a horizontal line.

RESOLUTION NO. RE18-16

RESOLUTION APPROVING THE PROJECT PLAN AND ESTABLISHING THE BOUNDARIES FOR AND THE CREATION OF TAX INCREMENTAL DISTRICT NO. 5, CITY OF BRILLION, WISCONSIN

WHEREAS, the City of Brillion (the "City") has determined that use of Tax Incremental Financing is required to promote development and redevelopment within the City; and

WHEREAS, Tax Incremental District No. 5 (the "District") is proposed to be created by the City as an environmental remediation district, allowed under Act 70 in accordance with the provisions of Wisconsin Statutes Section 66.1105 (20m) and 66.1105(4)(gm)6.) (the "Tax Increment Law"); and

WHEREAS, a Project Plan for the District has been prepared that includes:

- a. A statement listing of the kind, number and location of all proposed public works or improvements within the District, or to the extent provided in Wisconsin Statutes Sections 66.1105(2)(f)1.k. and 66.1105(2)(f)1.n., outside of the District;
- b. An economic feasibility study;
- c. A detailed list of estimated project costs;
- d. A description of the methods of financing all estimated project costs and the time when the related costs or monetary obligations are to be incurred;
- e. A map showing existing uses and conditions of real property in the District;
- f. A map showing proposed improvements and uses in the District;
- g. Proposed changes of zoning ordinances, master plan, map, building codes and City ordinances;
- h. A list of estimated non-project costs;
- i. A statement of the proposed plan for relocation of any persons to be displaced;
- j. A statement indicating how the District promotes the orderly development of the City;
- k. An opinion of the City Attorney or of an attorney retained by the City advising that the plan is complete and complies with Wisconsin Statutes Section 66.1105(4)(f).

WHEREAS, prior to its publication, a copy of the notice of public hearing was sent to the chief executive officers of Calumet County, the Brillion School District, and the Fox Valley Technical College District, and any other entities having the power to levy taxes on property located within the District, in accordance with the procedures specified in the Tax Increment Law; and

WHEREAS, in accordance with the procedures specified in the Tax Increment Law, the Plan Commission, on September 4, 2018 held a public hearing concerning the project plan and boundaries and proposed creation of the District, providing interested parties a reasonable opportunity to express their views thereon; and

WHEREAS, after said public hearing, the Plan Commission designated the boundaries of the District, adopted the Project Plan, and recommended to the Common Council that it create such District and approve the Project Plan and

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Brillion that:

1. The boundaries of the District that shall be named "Tax Incremental District No. 5, City of Brillion", are hereby established as specified in Exhibit A of this Resolution.
2. The District is created effective as of January 1, 2018.
3. The Common Council finds and declares that:
 - (a) Not less than 50% by area of the real property within the District consists of areas that contain significant environmental pollution as defined in Wisconsin Statutes Section 66.1105(20m)(a)1.
 - (b) Based upon the findings, the District is declared to be an environmental remediation district based on the identification and classification of the property included within the District.
 - (c) The improvement of such area is likely to enhance significantly the value of substantially all of the other real property in the District.
 - (d) The City estimates that less than 35% of the territory within the District will be devoted to retail business at the end of the District's maximum expenditure period, pursuant to Wisconsin Statutes Section 66.1105(5)(b).
 - (e) The project costs relate directly to promoting the elimination of blight via remediation of environmental pollution of the area consistent with the purpose for which the District is created.
 - (f) The Project Plan for the District is feasible and is in conformity with the master plan of the City once the City's master plan is amended to reflect the proposed redevelopment of the site.
 - (g) The District is designated as a district to which the 12% limit specified in Wisconsin State Statute Section 66.1105(4)(gm)4.c. does not apply, pursuant to Wisconsin Statute Section 66.1105(20m)d.a.
4. The Project Plan for "Tax Incremental District No. 5, City of Brillion" (attached as Exhibit C) is approved, and the City further finds the Plan is feasible and in conformity with the master plan of the City.

BE IT FURTHER RESOLVED THAT the City Clerk is hereby authorized and directed to apply to the Wisconsin Department of Revenue, in such form as may be prescribed, for a "Determination of Tax Incremental Base", as of January 1, 2018, pursuant to the provisions of Wisconsin Statutes Section 66.1105(5)(b). Pursuant to Wisconsin Statutes Section 66.1105(20m)(d)2, tax incremental base of the District shall be \$1.

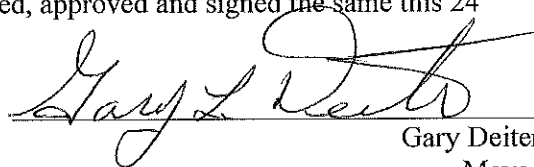
BE IT FURTHER RESOLVED THAT pursuant to Section 66.1105(5)(f) of the Wisconsin Statutes that the City Assessor is hereby authorized and directed to identify upon the assessment roll returned and examined under Wisconsin Statutes Section 70.45, those parcels of property which are within the District, specifying thereon the name of the said District, and the City Clerk is hereby authorized and directed to make similar notations on the tax roll made under Section 70.65 of the Wisconsin Statutes.

Resolution No. RE18-16 introduced and its adoption moved by Alderperson Levash; second by Alderperson Wenzel.

Upon a call of votes thereon, the results were as follows:


<u>6</u>	Votes Cast
<u>6</u>	Votes Yes
<u>0</u>	Votes No

The Mayor declared Resolution No. RE18-16 adopted, approved and signed the same this 24th day of September, 2018.



Gary Deiter
Mayor

ATTESTED:



Lori M. Gosz
City Administrator/Clerk-Treasurer

City of Brillion, Wisconsin

Tax Increment District # 5

Estimated Project List

Project ID	Project Name/Type	Phase I 2018	Phase II 2019	Phase III 2021	Phase IV 2024	Total <small>(Note 1)</small>
	1 Site Prep/Grading	100,000				100,000
	2 Land Purchase - \$1.3M (LLC) ²					0
	3 Demoliton Costs ³		1,000,000	1,000,000		2,000,000
	4 Environmental Cleanup & Remediation Insurance		550,000			550,000
	5 Public Infrastructure - Phase 1		2,000,000			2,000,000
	6 Public Infrastructure - Phase 2				2,000,000	2,000,000
	7 Contingency - est.		500,000		500,000	1,000,000
	8 Development Incentives ⁴		500,000	750,000	750,000	2,000,000
	9 Professional Services	625,000	50,000	50,000	50,000	775,000
	10 TID Administration & Setup	45,000				45,000
Total Projects		<u>770,000</u>	<u>4,100,000</u>	<u>1,050,000</u>	<u>2,550,000</u>	<u>10,470,000</u>

Notes:

Note 1 Project costs are estimates and are subject to modification.

²Land Purchase to be the responsibility of the LLC.

³To be financed through MRO's.

⁴Costs to be incurred if development can support the expense. A TID eligible expense not included in the cashflow.

City of Brillion, Wisconsin

Tax Increment District # 5

Development Assumptions

Construction Year		Ariens Initial Development ¹	Misc. Industrial Dev. ²	Misc. Commercial Dev. ³	Misc. Residential Dev. ⁴	Annual Total	Construction Year	
1	2018	1,000,000				1,000,000	2018	1
2	2019	4,500,000				4,500,000	2019	2
3	2020		600,000	700,000	900,000	2,200,000	2020	3
4	2021		600,000	700,000	900,000	2,200,000	2021	4
5	2022		600,000	700,000	900,000	2,200,000	2022	5
6	2023		600,000	700,000	450,000	1,750,000	2023	6
7	2024		600,000	700,000	450,000	1,750,000	2024	7
8	2025		600,000	350,000	450,000	1,400,000	2025	8
9	2026		600,000	350,000	450,000	1,400,000	2026	9
10	2027		600,000	350,000	450,000	1,400,000	2027	10
11	2028		300,000	350,000	450,000	1,100,000	2028	11
12	2029		300,000	350,000		650,000	2029	12
13	2030		300,000			300,000	2030	13
14	2031		300,000			300,000	2031	14
15	2032					0	2032	15
Totals		5,500,000	6,000,000	5,250,000	5,400,000	22,150,000		

Notes:

¹Net Developable Acres is estimated to be approximatly 47 not including the initial proposed development by the Ariens Company.

²The total acrage of industrial development is estimated to be 20. Assuming a value per acre of \$300K developed over a 12 year period.

³The total acrage of commercial development is estimated to be 15. Assuming a value per acre of \$350K developed over a 10 year period.

⁴The total acrage of residential development is estimated to be 12. Assuming a value per acre of \$450K developed over a 9 year period.

City of Brillion, Wisconsin
Tax Increment District # 5

Tax Increment Projection Worksheet

Type of District	Blighted Area		Base Value	0	Apply to Base Value
District Creation Date	September 1, 2018		Appreciation Factor	1.00%	
Valuation Date	Jan 1,	2018	Base Tax Rate	\$23.97	
Max Life (Years)	27		Rate Adjustment Factor		
Expenditure Period/Termination	22	9/1/2040			
Revenue Periods/Final Year	27	2046			
Extension Eligibility/Years	Yes	3	Tax Exempt Discount Rate	3.50%	
Recipient District	Yes		Taxable Discount Rate	4.50%	

	Construction		Valuation Year	Inflation		Total		Revenue Year	Tax Rate	Tax Increment	Tax Exempt	
	Year	Value Added		Increment	Increment	NPV	Taxable NPV					
										Calculation	Calculation	
1	2018	1,000,000	2019	0	1,000,000	2020	\$23.97	23,969		21,618	21,004	
2	2019	4,500,000	2020	10,000	5,510,000	2021	\$23.97	132,067		136,708	131,750	
3	2020	2,200,000	2021	55,100	7,765,100	2022	\$23.97	186,119		293,415	281,102	
4	2021	2,200,000	2022	77,651	10,042,751	2023	\$23.97	240,711		489,234	465,943	
5	2022	2,200,000	2023	100,428	12,343,179	2024	\$23.97	295,850		721,769	683,342	
6	2023	1,750,000	2024	123,432	14,216,610	2025	\$23.97	340,753		980,541	922,955	
7	2024	1,750,000	2025	142,166	16,108,776	2026	\$23.97	386,106		1,263,839	1,182,767	
8	2025	1,400,000	2026	161,088	17,669,864	2027	\$23.97	423,523		1,564,083	1,455,486	
9	2026	1,400,000	2027	176,699	19,246,563	2028	\$23.97	461,315		1,880,058	1,739,747	
10	2027	1,400,000	2028	192,466	20,839,028	2029	\$23.97	499,484		2,210,608	2,034,275	
11	2028	1,100,000	2029	208,390	22,147,419	2030	\$23.97	530,844		2,550,033	2,333,815	
12	2029	650,000	2030	221,474	23,018,893	2031	\$23.97	551,732		2,890,883	2,631,736	
13	2030	300,000	2031	230,189	23,549,082	2032	\$23.97	564,440		3,227,792	2,923,394	
14	2031	300,000	2032	235,491	24,084,573	2033	\$23.97	577,275		3,560,710	3,208,839	
15	2032	0	2033	240,846	24,325,418	2034	\$23.97	583,048		3,885,587	3,484,723	
16	2033	0	2034	243,254	24,568,673	2035	\$23.97	588,879		4,202,616	3,751,368	
17	2034	0	2035	245,687	24,814,359	2036	\$23.97	594,767		4,511,988	4,009,082	
18	2035	0	2036	248,144	25,062,503	2037	\$23.97	600,715		4,813,887	4,258,164	
19	2036	0	2037	250,625	25,313,128	2038	\$23.97	606,722		5,108,493	4,498,904	
20	2037	0	2038	253,131	25,566,259	2039	\$23.97	612,789		5,395,984	4,731,580	
21	2038	0	2039	255,663	25,821,922	2040	\$23.97	618,917		5,875,209	5,179,505	
22	2039	0	2040	258,219	26,080,141	2041	\$23.97	625,107		6,158,561	5,406,637	
23	2040	0	2041	260,801	26,340,942	2042	\$23.97	631,358		6,435,068	5,626,163	
24	2041	0	2042	263,409	26,604,352	2043	\$23.97	637,671		6,704,897	5,838,335	
25	2042	0	2043	266,044	26,870,395	2044	\$23.97	644,048		6,968,208	6,043,402	
26	2043	0	2044	268,704	27,139,099	2045	\$23.97	650,488		7,225,159	6,241,600	
27	2044	0	2045	271,391	27,410,490	2046	\$23.97	656,993		7,475,903	6,433,160	
Totals		22,150,000		5,260,490		Future Value of Increment		13,265,694				

Notes:

Actual results will vary depending on development, inflation of overall tax rates.

NPV calculations represent estimated amount of funds that could be borrowed (including project cost, capitalized interest and issuance costs).

City of Brillion, Wisconsin

Tax Increment District # 5

Estimated Financing Plan

	G.O. Bond 2018	G.O. Bond 2019	Municipal Revenue Obligation (MRO) 2019	Municipal Revenue Obligation (MRO) 2021	G.O. Bond 2024	Totals
Projects						
Phase I	770,000					770,000
Phase II - (No Dev. Incentive)		3,100,000				3,100,000
Phase 11 - Demolition			1,000,000			
Phase III - (No Dev. Incentive)				1,050,000		1,050,000
Phase IV - (No Dev. Incentive)					2,550,000	2,550,000
Total Project Funds	770,000	3,100,000	1,000,000	1,050,000	2,550,000	7,470,000
Estimated Finance Related Expenses						
Municipal Advisor	14,500	27,500	0	0	17,500	
Bond Counsel	11,000	12,500	0	0	12,500	
Rating Agency Fee	0	0	0	0	0	
Paying Agent	0	750	0	0	750	
Underwriter Discount	10.00 8,000 11.00	34,705	0	0 11.00	28,545	
Debt Service Reserve	0	0	0	0	0	
Capitalized Interest	0	0	0	0	0	
Total Financing Required	803,500	3,175,455	1,000,000	1,050,000	2,609,295	
Estimated Interest	1.25% (3,208)	1.50% (15,500)	0	0 1.75%	(14,875)	
Assumed spend down (months)	4	4		4		
Rounding	(292)	(4,955)	0	0	580	
Net Issue Size	800,000	3,155,000	1,000,000	1,050,000	2,595,000	7,600,000

Notes: The series of financings shown are illustrative of how projects may be financed. The City's limited borrowing capacity may require alternative options for financing.

City of Brillion, Wisconsin

Tax Increment District # 5

Cash Flow Projection

Year	Projected Revenues				Expenditures												Balances			Year	
	Tax Increments	Interest Earnings/ (Cost)	Revenue From Grants/Other Sources ¹	Total Revenues	G.O. Bond 800,000			G.O. Bond 3,155,000			Municipal Revenue Obligation (MRO) 1,000,000	Municipal Revenue Obligation (MRO) 1,050,000	G.O. Bond 2,595,000			Admin. + 1%	Total Expenditures	Annual	Cumulative		Principal Outstanding
					Dated Date: Principal	10-1-18 Est. Rate	Interest	Dated Date: Principal	08/01/19 Est. Rate	Interest	Dated: 9/1/19 Principal	Dated: 9/1/21 Principal	Dated Date: Principal	08/01/24 Est. Rate	Interest						
2018			500,000	500,000												0	500,000	500,000		2018	
2019			250,000	250,000		2.25%	24,305									24,305	225,695	725,695		2019	
2020	23,969		500,000	523,969	30,000	2.25%	24,305		2.50%	141,230	100,000				10,000	205,535	318,434	1,044,129		2020	
2021	132,067	15,662		147,729	70,000	2.40%	23,630	25,000	2.50%	141,230	100,000				10,100	269,960	(122,231)	921,898		2021	
2022	186,119	13,828		199,948	100,000	2.60%	21,950	25,000	2.50%	140,605	100,000	100,000			10,201	397,756	(197,808)	724,090		2022	
2023	240,711	10,861		251,573	100,000	2.75%	19,350	25,000	2.85%	139,980	100,000	100,000			10,303	394,633	(143,060)	581,030		2023	
2024	295,850	8,715		304,565	100,000	3.00%	16,600	25,000	3.10%	139,268	100,000	100,000			10,406	391,274	(86,708)	494,321		2024	
2025	340,753	7,415		348,168	100,000	3.20%	13,600	25,000	3.30%	138,493	100,000	100,000	0	5.00%	129,750	10,510	517,353	(169,184)	325,137		2025
2026	386,106	4,877		390,983	100,000	3.35%	10,400	25,000	3.45%	137,668	100,000	100,000	0	5.00%	129,750	10,615	513,433	(122,450)	202,687		2026
2027	423,523	3,040		426,564	100,000	3.50%	7,050	25,000	3.60%	136,805	100,000	100,000	25,000	5.00%	129,750	10,721	534,326	(107,763)	94,924		2027
2028	461,315	1,424		462,739	100,000	3.55%	3,550	25,000	3.65%	135,905	100,000	110,000	25,000	5.00%	128,500	10,829	538,784	(76,045)	18,879		2028
2029	499,484	283		499,767				75,000	3.80%	134,993	100,000	110,000	25,000	5.00%	127,250	10,937	483,179	16,588	35,467		2029
2030	530,844	532		531,376				75,000	3.90%	132,143		115,000	25,000	5.00%	126,000	11,046	484,189	47,188	82,655		2030
2031	551,732	1,240		552,972				150,000	4.05%	129,218		115,000	25,000	5.00%	124,750	11,157	555,124	(2,152)	80,503		2031
2032	564,440	1,208		565,648				250,000	4.15%	123,143			50,000	5.00%	123,500	11,268	557,911	7,737	88,240		2032
2033	577,275	1,324		578,599				270,000	4.30%	112,768			50,000	5.00%	121,000	11,381	565,148	13,451	101,691		2033
2034	583,048	1,525		584,574				300,000	4.40%	101,158			50,000	5.00%	118,500	11,495	581,152	3,421	105,112		2034
2035	588,879	1,577		590,455				325,000	4.55%	87,958			50,000	5.00%	116,000	11,610	590,567	(112)	105,000		2035
2036	594,767	1,575		596,342				340,000	4.65%	73,170			50,000	5.00%	113,500	11,726	588,396	7,947	112,947		2036
2037	600,715	1,694		602,409				370,000	4.80%	57,360			50,000	5.00%	111,000	11,843	600,203	2,206	115,153		2037
2038	606,722	1,727		608,450				400,000	4.90%	39,600			50,000	5.00%	108,500	11,961	610,061	(1,612)	113,541		2038
2039	612,789	1,703		614,493				400,000	5.00%	20,000			70,000	5.00%	106,000	12,081	608,081	6,412	119,953		2039
2040	618,917	1,799		620,717									500,000	5.00%	102,500	12,202	614,702	6,015	125,968		2040
2041	625,107	1,890		626,996									500,000	5.00%	77,500	12,324	589,824	37,172	163,140		2041
2042	631,358	2,447		633,805									520,000	5.00%	52,500	12,447	584,947	48,858	211,997		2042
2043	637,671	3,180		640,851									530,000	5.00%	26,500	12,572	569,072	71,780	283,777		2043
2044	644,048	4,257		648,305												12,697	12,697	635,607	919,384		2044
2045	650,488	13,791		664,279												12,824	12,824	651,455	1,570,839		2045
2046	656,993	23,563		680,556												12,953	12,953	667,603	2,238,442		2046
Total	13,265,694	131,137	1,250,000	14,646,831	800,000		164,740	3,155,000		2,262,690	1,000,000	1,050,000	2,595,000		2,072,750	308,209	12,408,389			Total	

Notes:

¹Projected grant amounts. The project eligibility and amount will be determined by each agency.

Projected TID Closure



Tax Incremental District #5 Boundary
Brillion Iron Works
Brillion, Wisconsin

Town Parcel
Not Included

Town Parcel
Not Included

Parcels located outside City
limits to be added to TID #5
pending annexation

LIVING WORKING DOING BUSINESS KEY INDUSTRIES GLOBAL REACH

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City of Brillion receives \$500,000 state grant to support redevelopment of former Brillion Iron Works Site

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City of Brillion receives \$500,000 state grant to support redevelopment of former Brillion Iron Works Site

December 17, 2018 | [News](#)

WEDC funds will offset costs of clearing the site for first phase of \$10 million project

BRILLION, WI. DEC. 17, 2018 – In a major step in the redevelopment of the former Brillion Iron Works site, the

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announced the City of Brillion is receiving a \$500,000 grant to help finance demolition work on the site.

The Brillion Iron Works site consists of several buildings that have been home to numerous companies since the early 1900s. The city plans to redevelop the entire 145-acre parcel in two phases. The WEDC grant is for the first phase, a 70-acre parcel on the south side of the site that was acquired by the Ariens Co. in October.

The Ariens Co. plans to renovate the Farm Implement Building (also known as Plant 3) into a new research and development facility for the company. The research and development facility will support Ariens' operations, engineering and supply chain operations. The City of Brillion is supporting the renovation of Plant 3 with the construction of a new roadway and a bridge crossing, and the remaining structures on the site will be demolished. The first phase has a \$10 million budget. Work is now underway and is expected to be completed by the end of 2020.

"We are very honored to receive this grant and are excited about the opportunities this grant gives to the City of Brillion and the Ariens Co. to redevelop the Brillion Iron Works property," said Brillion Mayor Gary Deiter. "We are very fortunate to have the support of the Ariens Co. for this project; without them it would not have been possible".

"Eighteen months ago, Brillion was facing what looked like a devastating blight on the heart of this community," said Dan Ariens, chairman and CEO of the Ariens Co. "Today, this grant from the WEDC will be a catalyst to create momentum around a new vision for the Brillion community and demonstrate the potential to others who might have an interest in joining us on this journey. I'd like to thank the WEDC for supporting this community in achieving its vision."

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of freight depot into
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Although he had no involvement in the current-day Brillion Iron Works site, the roots of the company reach back to Ariens' great-grandfather who came to Brillion as a blacksmith. Henry Ariens ultimately built the Brillion Iron Works and ran the company from 1893 until 1933, when he lost the business during The Great Depression.

"I applaud the City of Brillion, the Ariens Co. and other partners for working together to redevelop what is now an underutilized parcel and transform it into a facility that will play a key role in the future of the city's leading employer," said Mark R. Hogan, secretary and CEO of WEDC, who joined company and city officials in announcing the grant on Monday. "This revitalization project will increase the city's tax base, remove an eyesore in the community, and create new jobs as Ariens continues to grow."

State Rep. Ron Tusler, who represents Brillion and also took part in the announcement, added: "Wisconsin should invest our resources in hardworking, tax-paying communities that have a strong will to succeed. Brillion has earned our trust. I am excited to hear that WEDC and Secretary Mark Hogan agree. Their financial support, coupled with the efforts of the Ariens Co. and the City of Brillion, will surely lead to new success within the frame of Brillion Iron Works."

Officials expect phase one to be a catalyst for the second phase of the project, which is expected to consist of housing, commercial and retail development, as well as green space and a trail network along Spring and Mills creeks.

Brillion Iron Works was founded in 1890 as a manufacturer of hand and farm tools, and moved to the current site at 200 Park Ave. in 1900, when a foundry was constructed there. Over the years, Brillion Iron Works changed ownership several times before closing for good in November 2016.

In addition to the support from WEDC, the City of Brillion has committed to providing \$3 million in tax incremental financing for the project.

WEDC's Idle Sites Redevelopment Program, created in 2013, stimulates investment and job creation at idle, abandoned and underutilized manufacturing sites that cannot be redeveloped solely by the private sector due to their scale and complexity.

The grants may be used for demolition, environmental remediation or site-specific improvements defined in the community's redevelopment plan. The goal of the program is to advance the site to shovel-ready status or to enhance the site's market attractiveness to encourage business growth.

Since the program's inception, 23 communities have received more than \$16 million in grants for economic development projects expected to generate more than \$129 million in public and private investment.

"This is the perfect project for the Idle Sites program," said Jerry Murphy, executive director of The New North, a regional economic development organization serving 18 counties in northeastern Wisconsin. "This particular site needs investment, remediation and enhancement that will make it marketable and promising to new development. Without it, it would be difficult to market competitively. Now, with the help of WEDC, it has the potential to become something entirely new."

Other communities in the New North region that have received Idle Sites Grants include:

- Green Bay: \$425,000 for the redevelopment of the Larsen Cannery
- Manitowoc: \$500,000 for the demolition and redevelopment of the former Mirro Building
- Kimberly: \$500,000 to redevelop the former New Page

- Oshkosh: \$375,000 to redevelop the former Jen-Weld manufacturing site

The Idles Sites Grant is the second award made to the City of Brillion this year for a community redevelopment project. In March, the city received a \$250,000 Community Development Investment Grant to support construction of a downtown apartment building, a project that will improve the aesthetics of the business district and help meet the city's housing needs.

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Attachment 2b
LGU Exemption Letter



September 10, 2018

Ms. Lori Gosz, Administrator
City of Brillion
130 Calumet Street
Brillion, WI 54110

Subject: Applicability of the Local Government Unit Environmental Liability Exemption for the Brillion Iron Works Property located at 200 Park Avenue, Brillion, WI
DNR BRRTS Case Number: 07-08-582136

Dear Ms. Gosz:

On August 29, 2018, the Department of Natural Resources (“DNR”) received a request for a general liability clarification letter from Attorney **Non-Responsive**, on behalf of the City of Brillion (the “City”), for the property located at 200 Park Avenue, Brillion, Wisconsin (“the Property”). A map of the Property is included with this letter as Attachment A.

This letter provides an explanation of the local governmental unit (“LGU”) liability exemption authorized by Wis. Stat. § 292.11(9)(e), the DNR’s determination about the applicability of the LGU liability exemption at the Property, notice of conditions required to maintain the exemption, and a reminder of the LGU’s responsibilities if any elective demolition, cleanup or redevelopment activities occur at the Property.

Documents Submitted and Reviewed

To assist in making a determination about the applicability of the LGU liability exemption for the Property, the DNR requested documentation demonstrating compliance with the relevant statute. The DNR received, and has reviewed, the following documents provided by the City:

- Technical Assistance, Environmental Liability Clarification or Post-Closure Modification Request, DNR Form 4400-237, submitted to DNR on August 29, 2018, by Attorney **Non-Responsive**, on behalf of the City of Brillion, along with appropriate attachments and the review fee;
- Resolution Approving the Project Plan and Establishing the Boundaries for the Creation of Tax Incremental District No. 5, City of Brillion, Wisconsin, draft by the City of Brillion;
- Resolution Approving the Acquisition of the Property within the Boundaries of Tax Incremental District No. 5, City of Brillion, Wisconsin, draft by the City of Brillion.

The DNR also previously received the Phase I Environmental Site Assessment (ESA), dated June 2018, the Phase II ESA Work Plan, dated April 6, 2018, the Site Investigation Report, dated June 2018, and the Remedial Action Plan, dated June 2018, completed by Ayres Associates.

Information about the Property and Environmental Activity Summary

The Property is known as Brillion Iron Works, with an address of 200 Park Avenue, Brillion, Wisconsin. The Property consists of approximately 20 parcels encompassing approximately 145 acres. The Property has an

industrial history consisting of foundry operations, farm equipment manufacturing, and food processing operations dating back to at least the early 1900's. The Property contains several industrial buildings from past operations. The foundry operations were shut down several years ago and the Property is currently idle.

There are plans for the City of Brillion to acquire the property in partnership with Ariens Company for redevelopment. Ariens plans to redevelop/reuse a portion of the Property. The intended future plans for the rest of the Property include demolishing obsolete facilities and redeveloping the land for public infrastructure, industrial, commercial, and residential uses.

There is a long environmental history at the Property identified by multiple environmental cases documented in the DNR's public database, the Bureau for Remediation & Redevelopment Tracking System (BRRTS) on the Web. Ayres Associates, on behalf of Ariens Company, the City of Brillion, and the City of Brillion Redevelopment Authority, conducted a Phase I ESA in June 2018 for the purpose of federal liability exemption eligibility and to determine if there were additional environmental concerns (recognized environmental conditions (RECs)) beyond the scope of the known contamination identified in the closed environmental cases for the Property.

Additional RECs were found, so Ayres Associates proceeded to a Phase II ESA/Site Investigation in June 2018. Additional contamination was detected during the investigation, so a new environmental case, Brillion Iron Works – Redevelopment, BRRTS # 02-08-581658, was opened by the DNR. A Remedial Action Plan was also submitted in June 2018 to define how the contamination will be addressed and cleaned up in the future as part of the overall redevelopment of the Property. The Site Investigation Report and Remedial Action Plan were a requirement for the creation of an Environmental Remediation Tax Incremental Financing District (ER TID). On July 27, 2018, the DNR issued a letter “certifying” these submittals met the requirements of Wis. Stat. § 66.1105(20m)(c).

Method and Purpose of Property Acquisition

The City proposes to acquire title to the Property after creating an ER TID for the purpose of blight elimination. The City plans to finalize its resolutions for the ER TID and approval for acquisition of the Property in September 2018. The City then plans to acquire the Property for the purpose of blight elimination in October 2018, or shortly thereafter.

Liability Determinations

The DNR provides the following statutory responsibility clarifications and assurances to the City of Brillion, concerning its proposed purpose for and method of acquiring the Property, and intended reuse plans:

1. The City of Brillion meets the definition of a “local government unit” as described in Wis. Stat. § 292.11(9)(e)(1).
2. The City of Brillion, per its authority granted by Wis. Stat. § 66.1105, and using definitions of “blighted area” in Wis. Stat. § 66.1105(2)(ae), is creating an ER TID for the purpose of blight elimination and redevelopment.
3. The City of Brillion is following a blight determination process outlined in state statutes and is making a local legislative decision that the Property is blighted and has decided that redevelopment of the Property will promote the elimination of blight.
4. If the City of Brillion acquires the Property as outlined above, the DNR determines the City of Brillion will obtain the Wis. Stat. § 292.11(9)(e) local governmental unit liability exemption because the property is being

acquired for the purpose of blight elimination. Acquiring property for the purpose of blight elimination is one of the exemption-acquiring acquisition methods listed in Wis. Stat. § 292.11(9)(e)(1m). The City of Brillion will also obtain the Wis. Stat. § 292.23 local governmental unit exemption from various solid waste management requirements related to pre-existing unlicensed solid waste disposal, if any, on the Property.

Local Governmental Unit Exemption – Statutory Conditions and Obligations

When applicable at a specific property, Wis. Stat. § 292.11(9)(e), exempts a LGU from the following responsibilities of owners of property with environmental contamination:

- The responsibility to take actions necessary to restore the environment and minimize harmful effects of hazardous substance discharges to soil, sediment, groundwater, surface waters and air of the state.
- The responsibility to comply with DNR orders to take action to prevent hazardous substance discharges.
- The responsibility to reimburse the DNR for activities it takes on the property to identify, locate, monitor, contain, remove or dispose of hazardous substances.

The primary practical impact of an exemption from these legal responsibilities is that an exempt LGU is not required to complete a Wis. Admin. Code § NR 716 site investigation or a remedial response action. An exempt LGU can voluntarily move forward with site investigation and cleanup efforts, but it is not required to do so.

Wis. Stat. § 292.11(9)(e)(2) says the exemption does not apply to hazardous substance discharges caused by the LGU. In addition to directly spilling or dumping hazardous substances on a property, before or after acquisition, demolition and soil disturbing activities on a property with environmental contamination have the potential to make pre-existing contamination worse. These types of activities should be discussed with DNR before they occur, to prevent the inadvertent cause of other contamination.

Wis. Stat. § 292.11(9)(e)(2) also states that an LGU will not be exempt from legal responsibility for any contamination caused by the following LGU actions or inactions:

- A failure to take appropriate action to restrict access to the property in order to minimize costs or damages that may result from unauthorized persons entering the property.
- A failure to sample and analyze unidentified substances in containers stored aboveground on the property.
- A failure to remove and properly dispose of, or to place in a different container and properly store, any hazardous substance stored aboveground on the property in a container that is leaking or is likely to leak.

The LGU exemption is only available to local units of government as defined in Wis. Stat. § 292.11(9)(e)(1). This liability exemption is not transferrable from the exempt LGU to future property owners, except to other eligible LGUs. Nonexempt LGU owners are subject to full environmental responsibility and regulation by, at a minimum, Wis. Stat. ch. 292 and the Wis. Admin. Code chs. NR 700-754.

Wis. Stat. § 292.23 authorizes an LGU exemption from certain solid waste management requirements for pre-existing unlicensed solid waste disposal sites. The above-mentioned conditions and limitations of the Wis. Stat. § 292.11(9)(e) exemption apply to the solid waste exemption, along with others that are specific to solid waste. Wis. Stat. § 292.23 should be reviewed and consulted if any unlicensed solid waste disposal areas exist on the Property.

Non-Exempt Responsibilities of a Local Government at the Property

Wis. Admin. Code ch. NR 706 Notification: Neither Wis. Stat. § 292.11(9)(e)(1m) or Wis. Stat. § 292.23 exempt an LGU from Wis. Stat. § 292.11(2), titled “Notice of Discharge.” Therefore, all LGUs must notify the DNR

immediately of any known and newly discovered discharge of a hazardous substance to the environment at the Property. See DNR publication RR-560, at <http://dnr.wi.gov/files/PDF/pubs/rr/RR560.pdf> for additional information about spill and discharge reporting.

Demolition: Before beginning any demolition work at the Property, a pre-inspection is required, along with filing of DNR Form 4500-113, Notification for Demolition. See DNR publication WA-651, at <http://dnr.wi.gov/files/pdf/pubs/wa/wa651.pdf> for additional information about demolition activities. Storm water management permits may also be necessary for demolition and construction activities. All LGUs must comply with these requirements.

Federal and State Tank Regulations: The LGU exemption statutes do not exempt above ground or underground storage tanks on the Property from compliance with federal and state requirements, including Wis. Admin. Code ch. ATCP 93. If you have questions about tank requirements, contact the Wisconsin Department of Agriculture, Trade and Consumer Protection (the Bureau of Weights and Measures) directly. Wis. Admin. Code ch. ATCP 93 is available at https://docs.legis.wisconsin.gov/code/admin_code/atcp/090/93. DNR publication RR-627, title Removing Underground Storage Tanks, is at <http://dnr.wi.gov/files/PDF/pubs/rr/RR627.pdf>.

Future Use of the Property

If the City intends to use or redevelop the Property during or after cleanup activities, the City should discuss proposed property uses and improvements with the DNR before proceeding. Wis. Stat. § 292.11(9)(e)(4) requires exempt LGUs to take actions the DNR determines are necessary to reduce to acceptable levels any substantial threat to public health or safety when the Property is developed or put into its intended use.

For example, if soil is excavated at the Property, the LGU must determine whether the material is classified as a solid or hazardous waste and ensure that any storage, treatment or disposal is in compliance with applicable state laws. The LGU must also comply with long-term continuing obligations, if applicable, associated with closed environmental case(s) at the Property.

It is very important to consult with the DNR before and during any demolition, excavation, and/or other development work on the Property. The LGU exemption can be lost if significant public health or safety threats exist in relation to the new use. Wis. Admin. Code § NR 708.17 describes types of protective actions that DNR may request when a new use is planned for an LGU-exempt property.

Federal Liability Protections

In addition to state liability protections, an LGU is also eligible for federal CERCLA liability protection in certain situations. In general, CERCLA provides liability protection to local governments that acquire ownership or control of property through seizure or otherwise in connection with law enforcement activity, or through bankruptcy, tax delinquency, abandonment, or other circumstances in which the government acquires title by virtue of its function as sovereign. More information is available on the US EPA web site at: <http://www.epa.gov/enforcement/state-and-local-government-activities-and-liability-protections>.

In situations involving the purchase of a property, an LGU can obtain CERCLA liability protections if it qualifies as a “bona fide prospective purchaser.” One key requirement for this protection is the completion of a Phase I environmental site assessment (ESA) that meets the “all appropriate inquiries” (AAI) standards under 40 CFR, Part 312. This federal standard also requires that a Phase I ESA be completed within 180 days prior to acquisition of title to a property. ESA’s following the ASTM Standard E1527-13 meet EPA’s AAI standards.

For more information, a US EPA fact sheet, titled “CERCLA Liability and Local Government Acquisitions and Other Activities,” is available at <http://www.epa.gov/sites/production/files/documents/local-gov-liab-acq-fs-rev.pdf>.

This Letter is Based on Information Provided to DNR

This state liability determination is based on the information provided in the above-referenced documents. If new or more extensive contamination is discovered at the Property, the LGU is required to notify the DNR in accordance with Wis. Stat. § 292.11(2). The LGU should also know that the LGU exemption from the state Spill Law and Solid Waste Management Requirements will apply to the LGU throughout the LGU’s ownership of the Property, but these liability protections are not transferable from the LGU to future owners, except to another eligible LGU.

Information on LGU exemption determinations and other contaminated site activities is tracked in a DNR database that is available on the internet at <http://dnr.wi.gov/botw/SetUpBasicSearchForm.do>. The Bureau for Remediation and Redevelopment Tracking System (“BRRTS”) identification number for this location can be found at the top of this letter. The Property, if it is acquired in a manner consistent with Wis. Stat. § 292.11(9)(e)(1m), will be identified in the database as a location where the DNR has made an “LGU Exemption” determination.

DNR Contact Information

The DNR hopes this letter provides the City with the requested clarification concerning the LGU liability exemption for the Property. The DNR looks forward to working with you on this project and others.

If you have any questions, please contact the DNR Land Recycling Specialist for the Property, Tauren Beggs at 920-662-5178 or Tauren.Beggs@wisconsin.gov. For questions specific to the LGU exemption, and other local government cleanup tools, contact Barry Ashenfelter at 608-267-3120 or Barry.Ashenfelter@wisconsin.gov.

Sincerely,



Roxanne N. Chronert
Team Supervisor, Northeast Region
Remediation & Redevelopment Program

Attachments: Site Map - Attachment A

ec: **Non-Responsive**, Quarles & Brady LLP **Non-Responsive**
Tauren Beggs, DNR (Tauren.Beggs@wisconsin.gov)
Barry Ashenfelter, DNR, RR/5 (Barry.Ashenfelter@wisconsin.gov)

Site Map - Attachment A

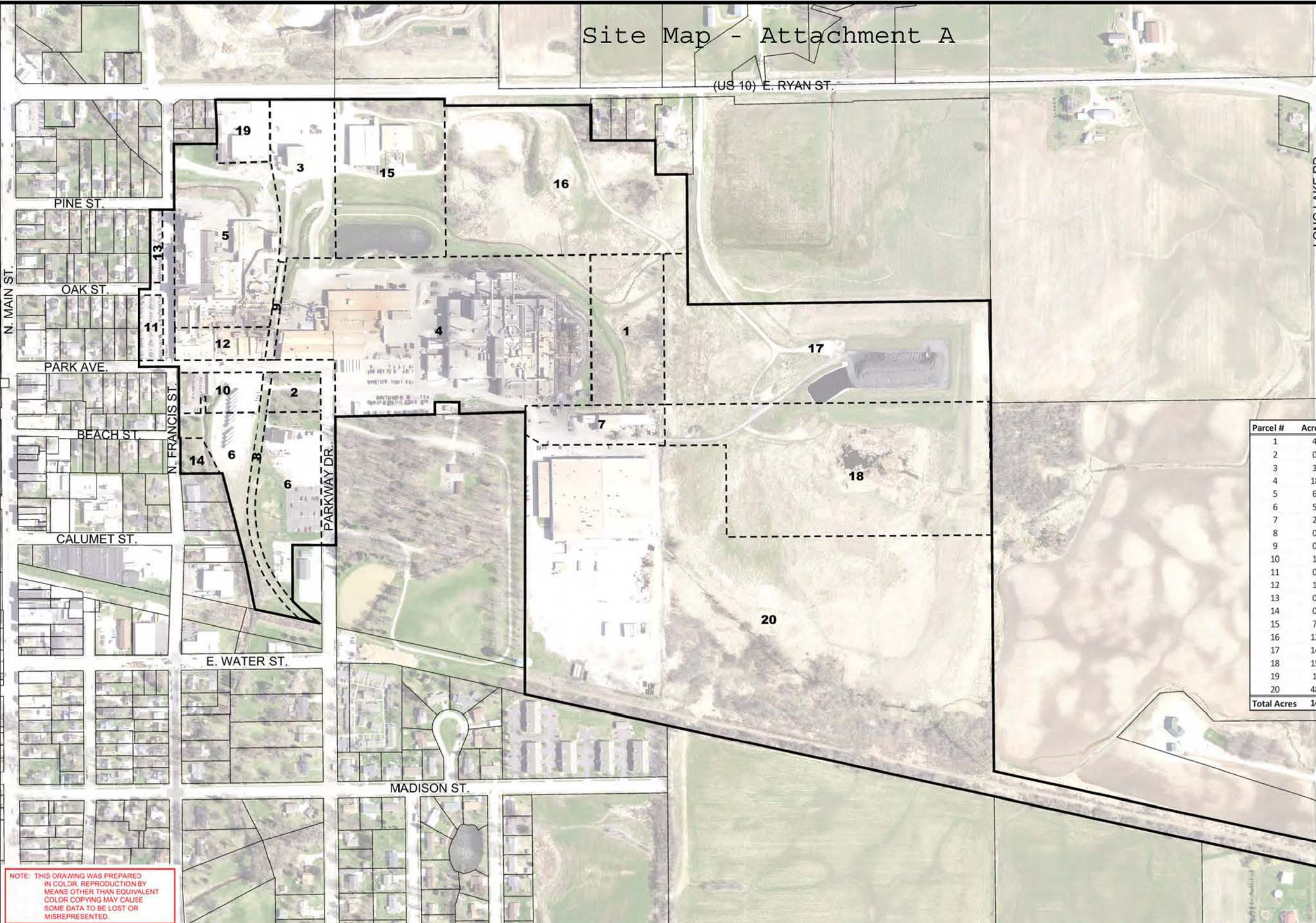
(US 10) E. RYAN ST.



NORTH

0 200 400
FEET

LONG LAKE RD.



Parcel #	Acres	Tax Parcel Identification Number
1	4.00	002-0000-0000000-000-0-202025-00-210B
2	0.78	206-0018-00LC100-000-0-202025-00-220B
3	3.60	206-0018-00L3100-000-0-202025-00-220A
4	18.11	206-0018-00L3400-000-0-202025-00-220A
5	6.74	206-0018-00L3300-000-0-202025-00-220C
6	5.90	206-0018-00L3100-000-0-202025-00-230B
7	2.13	206-0000-0000000-000-0-202025-00-240A
8	0.86	206-0000-0000000-000-0-202025-15-450D
9	0.34	206-0000-0000000-000-0-202025-15-450G
10	1.25	206-0040-010100A-000-0-202025-00-2200
11	0.62	206-0040-020090A-000-0-202025-00-2200
12	1.19	206-0040-020120A-000-0-202025-00-2200
13	0.34	206-0041-030070A-000-0-202025-00-2200
14	0.42	206-0086-010120A-000-0-202025-00-2300
15	7.59	206-0000-0000000-000-0-202025-00-210A
16	12.34	206-0000-0000000-000-0-202025-00-210B
17	14.01	206-0000-0000000-000-0-202025-00-120A
18	15.30	206-0000-0000000-000-0-202025-00-130A
19	1.30	206-0018-00L3100-000-0-202025-00-220B
20	48.12	206-0000-0000000-000-0-202025-00-410D
Total Acres		144.9

NOTE: THIS DRAWING WAS PREPARED IN COLOR. REPRODUCTION BY MEANS OTHER THAN EQUIVALENT COLOR COPYING MAY CAUSE SOME DATA TO BE LOST OR MISREPRESENTED.

NOTE: INFORMATION FOR THIS MAP WAS TAKEN FROM THE COUNTY OF CALUMET GIS SYSTEM.

2/15/2018
W:\Bentley\8\1\WorkSpace\Standards\plc\fg\ayres.pdf.plc\fg
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DR BY	W. HONEA	BOOK NO.	
CHK BY	T. SHUPERT	JOB NO.	51-0000.90
DATE	JANUARY 2018	SCALE	AS SHOWN
		NO.	
		DATE	
		REVISION	

PHASE II ENVIRONMENTAL SITE ASSESSMENT
200 PARK AVENUE
BRILLION, WISCONSIN



SITE MAP

DRAWING NO.
1

Attachment 2c
FEMA FIRM Panel

Attachment 3
Threshold Criteria

Threshold Criteria for Cleanup Grants

1. Applicant Eligibility

The applicant for this EPA Site-Specific Brownfields Cleanup Grant is the City of Brillion, Wisconsin. The City of Brillion fulfills the definition of an “eligible entity” by being a General-Purpose Unit of Local Government as defined under 2 CFR § 200.64. The City of Brillion is a recognized political subdivision as defined by the State’s legislative definition of a political subdivision per 40 CFR stats. 35.6016 (a) (31).

2. Previously Awarded Cleanup Grants

The proposed site has not received funding from a previously awarded EPA Brownfields Cleanup Grant.

3. Site Ownership

The applicant, the City of Brillion, is the sole owner of the site that is the subject of this Cleanup Grant proposal and will retain ownership of the site while Brownfields Cleanup Grant funds are disbursed for the cleanup of the site, should they be awarded.

4. Basic Site Information

- a) Site name: Former Brillion Iron Works (BIW) property (approximately 145-acres of contiguous land)
- b) Site address: 200 Park Avenue and 235 East Ryan Street, Brillion, Wisconsin, 54110
- c) Current owner: City of Brillion

5. Status and History of Contamination at the Site

- a) This site is contaminated by hazardous substances and petroleum.
- b) The subject of this grant application, BIW, consists of 20 parcels that encompass nearly 145 acres in the Northwest ¼ and the North ½ of the Southeast ¼ and the West ½ of the Northeast ¼ of Section 25, Township 20 North, Range 20 East in the City of Brillion, Calumet County, Wisconsin. The property has two physical addresses: one for the BIW foundry (200 Park Avenue) and the other for the former Dean Foods Vegetable Company, also known as Agrilink and Larson Canning Company (235 East Ryan Street). The BIW facility was a staple in our small Calumet County city. Alongside Ariens Company, Endries International, Inc., and Professional Plating Inc., BIW was one of the area’s largest employers and economic drivers. BIW originated in 1890 as a blacksmith shop and manufacturer of hand and farm tools. The company later expanded and became a foundry in the late 19th century. BIW remained a premier foundry and manufacturer of farm implements in Brillion, employing approximately 1,000 people at its peak. Then, the facility’s closure was announced just two weeks after Metaldyne Performance Group (MPG) purchased it in 2016: 340 employees were out of work and the 145-acre property was shuttered by November of that year. The loss of BIW was difficult to fathom in such a small community. Nestled on the east side of the city, a short 2 blocks from downtown, the 145-acre BIW site now sits idle, a sore reminder of a serious blow to Brillion. According to local officials, Brillion would not exist today without BIW. Remediation and revitalization of this property is the first step in bringing employment opportunities, as well as business and housing prospects, back to Brillion and the surrounding communities who were left to wonder, “What do we do now?”

Most of the subject property is developed for industrial use. It is comprised of two main areas: one occupied by the BIW foundry, and the other by the former Dean Foods Vegetable Company processing facility. Foundry operations included four large industrial plants, employee parking, two storm water detention basins, a beneficial reuse storage area for spent foundry sand, outdoor storage areas, and several ancillary buildings. Plant 1 contained a foundry and office spaces. It is north of Park Avenue and covers over 215,000 square feet along North Francis Street. Plant 2 was a foundry and covers over 200,000 square feet. Farm equipment is manufactured in Plant 3, which covers about 175,000 square feet. Plant 3 is currently being repurposed for use by Ariens Company as a research and development facility. Plant 4 is an abandoned casting and finishing facility that covers over 105,000 square feet. There are many, large, outdoor storage areas south of Park Avenue, Plant 4, and Plant 3. Two employee parking lots are on the west side of Francis Street and a third is south of Plant 4. There are many ancillary buildings north of Plant 3 and a former milk condensery and maintenance building south of Plant 4. The storm water detention basins are north of Plant 4 and southwest of the beneficial reuse storage area. Spring Creek enters the northwest corner of the subject property and flows through a box culvert beneath the east side of Plant 1,

causing the stream to narrow as it passes beneath the foundry building. This has created numerous instances of flooding due to the backing up of the water at the entrance beneath the building. Mills Creek and an unnamed tributary converge with Spring Creek before it leaves the southwest corner of the subject property. Federally designated floodway surrounds Spring Creek and Mills Creek within the BIW property boundaries.

c,d) Over more than a century of operation, the BIW property incurred numerous releases of various lubricants and oils and impacts associated with foundry sand and historic fill material and/or the industrial waste ponds (IWP) on the property. Contamination appears to be associated with historic fill material (foundry waste) and/or the spillage of automotive-type fluids or other materials stored and/or utilized during the 100+ years of heavy commercial and industrial-type activities that took place at BIW. Based on site investigation activities conducted on the subject property in May 2018, the primary contaminants of concern include polycyclic aromatic hydrocarbons (PAHs), volatile organic compounds (VOCs), and Resource Conservation and Recovery Act (RCRA) metals. However, the horizontal extent of soil and groundwater contamination on the property cannot be fully determined by the data currently available. Further testing may be necessary following building demolition. Based on available field observations and analytical testing, the following conclusions are drawn:

- Fill is located at varying depths across the entire 145-acre subject property, including beneath existing buildings, roadways and parking areas. Moreover, foundry material was used to fill the abandoned waste water infiltration ponds associated with the former Agrilink (a.k.a. Dean Foods) parcels on the eastern boundary, as well as a portion of the previously abandoned storm water pond was also filled with foundry sand. Based upon our knowledge of the universal wastes contained in the existing buildings, extent of known foundry sand fill and construction fill on the property, in addition to the soil and groundwater impacts documented in this report, a minimum of 75% of the property has been impacted by foundry fill, contaminated soil and groundwater, and building components containing universal wastes.
- Fill material is present around the beneficial reuse foundry sand storage area and contains trace amounts of PAHs and RCRA metals at levels considered below background. Low levels of RCRA metals are present in groundwater in this area, with arsenic above the Chapter NR 140, Wisconsin Administrative Code (WAC) preventive action limit (PAL);
- Fill along the north subject property line contains trace amounts of VOCs, PAHs, and RCRA metals with arsenic slightly above its background threshold value (BTV) for Wisconsin soils. Lead is present in groundwater above the Chapter NR 140 PAL;
- Residual contamination associated with the closed leaking underground storage tank (LUST) case at Tank Farm 2 is present in soil and groundwater. Tetrachloroethene (PCE), cadmium, lead, and silver were detected above their respective Chapter NR 720, WAC residual contaminant levels (RCLs) established for the protection of groundwater and diesel range organics (DRO) were detected at 9.4 milligrams per kilogram (mg/Kg). Groundwater in the vicinity of the former tank pit is impacted with PCE, benzo(a)pyrene, benzo(b)fluoranthene, chrysene, and lead above Chapter NR 140 enforcement standards (ES). Cadmium and total chromium are also present in groundwater above their respective PALs. DRO was detected in groundwater at 32 micrograms per liter (µg/L);
- Residual contamination associated with the closed LUST case at Plant 2 is present in soil and groundwater within 5 feet of the Plant 2 building foundation. Groundwater around the former tank pit is impacted with levels of benzo(b)fluoranthene and chrysene above NR 140 PALs. VOC vapors beneath the building slab next to the former LUST pit are below residential vapor risk screening levels (VRSLs), except for 2-propanol;
- Soil and groundwater downgradient of former Brillion Iron Works Plants 1, 2, and 4 are impacted with RCRA metals and low levels of PAHs and VOCs. These compounds likely migrated through floor cracks, damaged piping, or are attributed to releases that occurred in the surrounding parking lots. Lead was detected in soils above the NR 720 non-industrial soil RCL near the charge yard of Plant 1 and other metals, including barium, cadmium, selenium, silver, and mercury, are present above protection of groundwater RCLs in several other locations. PAH compounds benzo(b)fluoranthene and chrysene are present above protection of groundwater RCLs at several locations, and VOCs including PCE, 1,1,1-

trichloroethene, and benzene present above NR 720 protection of groundwater RCLs. Groundwater is impacted in some areas, with RCRA metals above the ES, including lead, selenium, arsenic, and chromium. Benzene exceeded the PAL at one location and 1,1-dichloroethene exceeded the ES in one other location. PAHs such as benzo(b)fluoranthene, benzo(a)pyrene, chrysene were also detected above their respective PALs.

- A sample collected near floor cracks around the former paint line indicates groundwater downgradient of the paint line contains arsenic above the NR 140 ES.
- Near-surface soils at the former Larson Canning Company property (Dean Foods and Agrilink Property) are impacted with trace levels of PAHs and RCRA metals slightly above BTVs. Groundwater is also impacted with trace levels of PAHs and RCRA metals above NR 140 PALs, including one ES exceedance of lead. Surface soils were likely impacted by petroleum storage, process wastes, imported fill, long-term truck parking and maintenance activities, and or oil used for dust suppression.
- Low levels of RCRA metals, PAHs, and VOCs are present in soil and groundwater next to the storage and maintenance buildings (former milk condensery). Of the compounds detected in soil, only arsenic and chrysene exceeded the NR 720 protection of groundwater RCL. No compounds detected were present in groundwater above the PAL.
- Soil in the charge yards on the east side of Plant 1 and Plant 2 are impacted with RCRA metals, PAHs, and VOCs above NR 720 RCLs. The groundwater beneath the charge yards is impacted with RCRA metals and PAHs above NR 140 groundwater quality standards.

Based on the location and nature of the contaminants identified above and considering the anticipated future use for the site and planned redevelopment activities, the *construction worker/trespasser* has been identified as the most likely person to come in contact with the materials. The potential routes of exposure to these substances include:

- Ingestion and dermal contact with RCRA metals, PAH, and VOC impacted soils.

Potential transport mechanisms of site contaminants include:

- Direct contact and potential ingestion of impacted soils;
- Leaching of contaminants to groundwater.

6. Brownfields Site Definition

The former Brillion Iron Works property is not listed or proposed for listing on the National Priorities List, is not subject to unilateral administrative orders, court orders, administrative orders on consent, or judicial consent decrees issued to or entered into by parties under CERCLA, and not subject to the jurisdiction, custody, or control of the U.S. government.

7. Environmental Assessment Required for Cleanup Grant Proposals

- Ayres Associates. *Phase I Environmental Site Assessment (ESA), ASTM Practice E1527-13, Brillion Iron Works*. September 2018.
- Ayres Associates (Ayres) was retained to conduct a Phase II ESA equivalent subsurface investigation (site investigation) of the BIW site in 2018. Information was collected during the investigation from the advancement of 46 direct push soil borings and the collection of 27 groundwater samples and 2 sub-slab vapor samples. The findings of the assessment are compiled in "*Site Investigation Report, Brillion Iron Works*. June 2018. Ayres Associates."

8. Enforcement or Other Actions

The City of Brillion is unaware of ongoing or anticipated environmental enforcement actions related to the site for which Brownfields Grant funding is sought.

In a letter dated September 20, 2018 to the City of Brillion, the WDNR indicated: the City meets the definition of a "local government unit" as described in Wis. Stat. §292.11(9)(e)(1); the City is creating an Environmental Remediation (ER)- Tax Increment District (TID) for the purpose of blight elimination and redevelopment; the City is making a local legislative decision that the former Brillion Iron Works site is blighted; and the City is granted the Wis. Stat. § 292.11(9)(e) local governmental unit liability (LGU) exemption because the property is being acquired for the purpose of blight elimination. Acquiring property for the purpose of blight elimination is one of the exemption-acquiring acquisition methods listed in Wis. Stat. § 292.11(9)(e)(1m). The letter also indicates the City of Brillion also holds the Wis. Stat. § 292.23 LGU exemption from various solid waste management requirements related to pre-existing unlicensed solid waste disposal, if any, on the Brillion Iron Works site. When applicable at a specific property, Wis. Stat. § 292.11(9)(e), exempts an LGU from the following responsibilities of owners of property with environmental contamination:

- The responsibility to take actions necessary to restore the environment and minimize harmful effects of hazardous substance discharges to soil, sediment, groundwater, surface waters and air of the state;
- The responsibility to comply with DNR orders to take action to prevent hazardous substance discharges; and
- The responsibility to reimburse the DNR for activities it takes on the property to identify, locate, monitor, contain, remove or dispose of hazardous substance.

In addition to state liability protections, an LGU is also eligible for federal CERCLA liability protection in certain situations. In situations involving the purchase of a property, an LGU can obtain CERCLA liability protections if it qualifies as a "bona fide prospective purchaser." One key requirement for this protection is the completion of a Phase I environmental site assessment (ESA) that meets the "all appropriate inquiries" (AAI) standards under 40 CFR, Part 312. This federal standard also requires that a Phase I ESA be completed within 180 days prior to acquisition of title to a property. ESA's following the ASTM Standard E1527-13 meet EPA's AAI standards. An ASTM E1527-13 Phase I ESA that meets AAI standards was conducted within 180 days prior to the acquisition of title to the Brillion Iron Works property (see above), and the City of Brillion qualifies as a bona fide prospective purchaser. Therefore, the City of Brillion (the applicant) is eligible for CERCLA liability protection.

A copy of the WDNR letter is included as an attachment to this grant proposal.

9. Sites Requiring a Property-Specific Determination

The former Brillion Iron Works site does not need a Property-Specific Determination.

10. Threshold Criteria Related to CERCLA/Petroleum Liability

EXEMPTIONS TO CERCLA LIABILITY (co-mingled contaminants): The City acquired the BIW property in a simple purchase transaction on September 28, 2018, following the creation and adoption of an ER-TID. The TID creation schedule called for the City's Common Council to vote in regard to the TID creation at a public meeting on September 24, 2018. As part of that meeting the City Common Council approved two resolutions. First is the Resolution Approving the Project Plan and Establishing the Boundaries for and the Creation of Tax Environmental District No.5, City of Brillion, Wisconsin. The second is the Resolution Approving the Acquisition of the Property within the Boundaries of Tax Incremental District No. 5, City of Brillion Wisconsin. The Resolutions make clear that the City acquired the property for the purposes of blight elimination, following the creation of the ER-TID. All disposal of hazardous substances at the site occurred before the City of Brillion acquired the property. The City did not cause or contribute to any release of hazardous substances at the site. The City has not, at any time, arranged for the disposal of hazardous substances at the site or transported hazardous substances to the site.

LANDOWNER LIABILITY PROTECTIONS FROM CERCLA LIABILITY

(1) Bona Fide Prospective Purchaser Liability Protection

The City of Brillion qualifies for BFPP liability protection. The Applicant acquired the property on September 28, 2018 and is complying with all of the requirements listed below:

- The owner acquired title to a property after January 11, 2002;

- The owner conducted all appropriate inquiries (AAI) prior to acquiring the property: an ASTM E1527-13-compliant Phase I ESA of the BIW property was conducted in June 2018 and updated September 11, 2018;
- The owner is not liable in any way for contamination at the site or affiliated with any other person potentially liable for the contamination;
- All disposal of hazardous substances at the site occurred before the City acquired the site;
- The owner is exercising appropriate care by taking reasonable steps to address releases, including stopping continuing releases and preventing threatened future releases and exposures to hazardous substances on the site;
- The owner will comply with any land use restrictions and is not impeding the effectiveness or integrity of any institutional controls associated with response actions at the site;
- The owner will provide full cooperation, assistance, and access to authorized persons;
- The owner will comply with any CERCLA information requests and administrative subpoenas and provide all legally required notices with respect to the discovery or release of any hazardous substances found at the site; and
- The owner will not impede performance of a response action or natural resource restoration.

(a) Information on the Property Acquisition:

- The City acquired the BIW property via a simple purchase transaction following the creation and adoption of an ER-TID. The TID creation schedule called for the City's Common Council to vote regarding the TID creation at a public meeting on September 24, 2018. As part of that meeting the City Common Council approved two resolutions. The resolutions make clear that the City acquired the property for the purposes of blight elimination, following the creation of the ER-TID;
- The City acquired the BIW property on September 28, 2018;
- The City of Brillion has sole ownership of the BIW site, and is held under fee simple title;
- The City acquired ownership of the site from Brillion Iron Works, Inc., under American Axle Manufacturing Company; and
- The City holds no familial, contractual, corporate, or financial relationships or affiliations with any prior owners or operators (or other potentially responsible parties) of the property.

(b) The City of Brillion conducted the following inquiries into the previous ownership, uses of the property, and environmental conditions prior to taking ownership: An ASTM E1527-13 Phase I ESA dated September 2018 was completed by Ayres Associates for Ariens Company, and the City of Brillion is listed as an authorized user of the report. Ariens Company is working with the City under a Memorandum of Understanding to redevelop the Brillion Iron Works property. Ayres Associates' staff who conducted the ESA are qualified to perform such work, as they meet the definition of an Environmental Professional as defined in § 312.10 of 40 CFR § 312. Ayres Associates conducted the appropriate updates in the original assessment within 180 days prior to the City of Brillion's acquisition to take advantage of the BFPP provision.

(c) All disposal of hazardous substances at the site occurred before the City of Brillion acquired the property. The City did not cause or contribute to any release of hazardous substances at the BIW site. The City has not, at any time, arranged for the disposal of hazardous substances at the site or transported hazardous substances to the site.

(d) Post-Acquisition Uses: The Brillion Iron Works property is an industrial property with historic foundry, farm equipment manufacturing, and food processing operations dating back to at least the early 1900s. The Northwest portion of the property was previously owned by Larson Canning Company, and later by Dean Foods and Agrilink. A rectangular garage building associated with the former canning facility was most recently used as a truck maintenance and storage area and is one of the few former cannery buildings still in existence. There are several industrial buildings on the former Brillion Iron Works property, which cover approximately 680,000 square feet. The buildings were primarily used for grey iron foundry operations and food processing. There are no current canning, foundry, or other operations at the property. Foundry operations were shut down several years ago, and the site is currently idle.

Upon the City's acquisition of the property in September 2018, Ariens Company, a Brillion-based lawn care and snow removal equipment company, entered into a ground lease with the City to completely repurpose the existing BIW Plant 3

building for industrial and commercial use to support three critical Ariens' businesses. The relationship between the City and Ariens Company is defined in a MOU. Below is a description of the planned use of Plant 3 by the Ariens Company, who has worked to renovate Plant 3 since the City's acquisition of the site.

New Business Unit – Rapid Care: Ariens is launching a new after-market business unit in Plant 3 that will have a dedicated production operation, including a new paint system, all housed in this new location with over 40 direct manufacturing employees. In addition to the manufactured and painted steel parts, Ariens will also have accessory and outdoor power equipment attachment 'kitting' and assembly areas. The current office area at Plant 3 will be remodeled to house the 'Rapid Care' management team as well as the 'Rapid Care' Contact Center teams. The Rapid Care net increase in employment over and above the jobs transferring from existing Ariens plants in Brillion will be 15+ full-time employees.

Engineering Model and Test Shop: Ariens is making a significant capital investment into their testing and modeling capabilities for our outdoor power equipment needs. This investment is going into Plant 3 (40K sq. Feet), which will include competitive teardown capabilities and a sound booth. The net increase in employment for the engineering model / testing shop over the transfers from existing Ariens Brillion plants will be an additional 2 full-time employees.

Raw Material Storage and Staging Area: Ariens plans to use over 80K sq. feet of warehouse space within Plant 3 to store and stage raw materials supporting the Lawn & Garden outdoor power equipment manufacturing in their existing plant (Ariens Plant 1) in Brillion via third shift material moves to support the next day production. This will require an investment in warehouse material handling equipment, systems, and racking. The net increase in employment to support this area will be an additional 5+ employees.

(e) Continuing Obligations: At the time the City of Brillion purchased the BIW property, all known petroleum related releases had been addressed to the satisfaction of the WDNR. However, some storage tanks remained on the property. To stop any unknown continuing releases, prevent any threatened future release, and prevent or limit exposure to any previously released hazardous substances, the City, immediately upon taking title to the BIW property, retained a licensed hazardous materials transporter and disposer to pump all product from remaining USTs/ASTs at BIW. One 20,000-gal heating oil UST on the BIW site remains in use to supply heat for the Ariens Rapid Care facility: The City performed a tank integrity test to assure that a potential release of petroleum product would not occur. In addition, all the existing buildings locks were replaced and a security watchman was employed to monitor and secure the property from trespassers and solicitors, thereby mitigating potential threats from purposeful or accidental releases from inside the abandoned foundry buildings until such time the buildings could be razed. City police and fire patrols were also increased at the property to supplement the security staff assigned to prevent unauthorized access onto the property. Under the City's ownership, some existing equipment still containing universal wastes were properly decommissioned by hazardous substance disposal contractors so the equipment could be sold for scrap. When necessary, hydraulic and engine oils were drained and containerized and later manifested and shipped off-site for final disposal according to state and federal disposal guidelines.

The City of Brillion is committed to comply with any land use restrictions and not impede the effectiveness or integrity of any institutional controls; assist and cooperate with those performing the cleanup and provide access to the property; comply with all information requests and administrative subpoenas that have or may be issued in connection with the property; and provide all legally required notices.

b. Property Ownership Eligibility – Petroleum Sites

A request for a Petroleum Site Eligibility Determination was submitted to the WDNR, via Form 4400-304 and supporting documentation, on January 29, 2019. All information required for a determination, as outlined in the grant guidelines, was submitted to the WDNR. A determination was received February 18, 2019, indicating the WDNR believes there are no obstacles to the City's plan to conduct remedial actions on the BIW property. The determination was confirmed in a letter dated November 2019. The WDNR determined the following:

- The property meets the federal definition of a brownfield;
- There are no viable responsible parties under federal guidelines;
- The current and immediate past owners did not dispense or dispose of petroleum or petroleum products, or own the property at the time of dispensing or disposal of petroleum products;

- Petroleum contamination would be of “relatively low risk;” and
- The BIW property is not subject to a corrective action under the RCRA Sec. 9003(h).

The complete submittal to the WDNR and the WDNR responses are included as an attachment to this grant proposal.

11. Cleanup Authority and Oversight Structure

a. The City of Brillion will work closely with the WDNR during remediation and redevelopment of the Brillion Iron Works site to ensure the cleanup is protective of human health and the environment and complies with all applicable federal and state laws. The site is currently enrolled in the WDNR’s Environmental Repair Program, under which the site will be investigated, remediated, and “closed.” The City will engage a qualified environmental professional to acquire additional expertise. The City will comply with competitive procurement provisions to ensure that this technical expertise is in place prior to beginning cleanup activities.

b. Access to neighboring properties is not anticipated to be necessary to conduct the cleanup, perform confirmation sampling, or monitor off-site migration of contamination.

12. Community Notification

a. Draft Analysis of Brownfield Cleanup Alternatives

Ayres Associates, on behalf of the City of Brillion, prepared a draft Analysis of Brownfield Cleanup Alternatives (ABCA), included as an attachment to this grant proposal. The community was allowed an opportunity to comment on the draft proposal at the public City Council Committee of the Whole meeting held on November 11, 2019 at 6:00 pm. The draft ABCA was also made available for public review and comment at the City of Brillion City Center following the meeting. If this proposal is selected for funding, the ABCA will be finalized and made available for additional public review and comment as part of pre-cleanup activities.

b. Community Notification Ad

The applicant published a community notification ad in the Brillion News on October 31, 2019 and November 7, 2019. A copy of the Legal Notice and Affidavit of Publication from Zander Press, Inc., publisher of the Brillion News, is available as an attachment to this grant proposal.

c. Public Meeting

The applicant held a public meeting (Committee of the Whole of the Common Council meeting) to discuss the draft proposal and consider public comments on November 11, 2019 at 6:00pm. The meeting sign-in sheet and minutes are included as an attachment to this grant proposal. A single comment was received from the City Council, who inquired if past owners can be held liable for contamination and cleanup at the site. Keely Campbell of Ayres Associates, on behalf of the City of Brillion, responded that the WDNR makes a site eligibility determination as part of the grant preparation process. The determination, which Ms. Campbell referenced, includes a statement that the WDNR determined there is “no known viable responsible party under the federal guidelines...who is subject to either a judgement in a court of law or an administrative order issued by an administrative body that would require that party to assess, investigate, or clean up the Property.” No additional comments were received.

d. Submission of Community Notification Documents

The items listed below are included within or attached to the proposal submitted to EPA, and provided as an attachment to this grant proposal:

- a copy of the draft ABCA;
- a copy of the ad that demonstrates notification to the public and solicitation for comments on the proposal;
- the comments or a summary of the comments received (see c. Public Meeting);
- the applicant’s response to those public comments (see c. Public Meeting);
- meeting minutes; and
- meeting sign-in sheets.

13. Statutory Cost Share

The City of Brillion will meet the required 20% cost share through the use of appropriate tax incremental funds. Tax incremental financing has already been secured for the BIW site through the implementation of an Environmental Remediation Tax Incremental District (ER-TID) on the subject property: over the life of the TID No. 5, over \$13 million is expected to be generated, including \$550,000 in environmental cleanup and remediation insurance. ER-TID dollars will be procured through General Obligation bonding and Municipal Revenue Obligation (MRO). Documents outlining the details of the ER-TID and the City's resolution to adopt it are included as an attachment to this grant proposal.

Attachment 3a

Draft ABCA



**ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES (ABCA)
FOR ENVIRONMENTAL RESPONSE ACTIONS**

Former Brillion Iron Works Site, 200 Park Avenue

City of Brillion, Wisconsin

Fiscal Year 2020 Cycle

DRAFT

INTRODUCTION

Ayres Associates has prepared this Analysis of Brownfield Cleanup Alternatives (ABCA) on behalf of the City of Brillion for the former Brillion Iron Works facility, comprised of approximately 145 acres. The facility has an address of 200 Park Avenue and 235 East Ryan Street, City of Brillion, Calumet County, Wisconsin.

Ayres Associates was retained to perform Phase I environmental site assessment (ESA) and site investigation activities at the former Brillion Iron Works site located at 200 Park Avenue, City of Brillion, Calumet County, Wisconsin, 54110. The Phase I ESA is a review of readily available information to assess and identify potential environmental conditions that may adversely affect the property. The Site Investigation includes sampling and laboratory analysis of soil, groundwater, and vapor samples to evaluate potential environmental impairment identified during the Phase I assessment. Results of the Phase I assessment for the former Brillion Iron Works site are presented in the September 2018 updated Phase I Environmental Site Assessment, ASTM Practice E1527-13, Brillion Iron Works, 200 Park Avenue, Brillion, WI (June 2018), prepared by Ayres Associates. Results of the Site Investigation for the property are presented in the Site Investigation Report, Brillion Iron Works, 200 Park Avenue, Brillion, WI (June 2018), prepared by Ayres Associates.

This Analysis of Brownfields Cleanup Alternatives (ABCA) is intended as a summary of cleanup options selected to address the environmental contamination issues at the former Brillion Iron Works site, the “subject property.” The remedial action review includes an evaluation of a range of technically feasible options for restoration of the environment to comply with state and federal environmental laws to the extent practicable. The preferred remedial action considers the site and contaminant characteristics, surrounding environment, land-use restrictions, potential future uses, costs, and cleanup goals.

In anticipation of cleanup of the former Brillion Iron Works site, the City of Brillion (“the City”) is applying for an EPA Brownfields Cleanup Grant in 2020 for this property. As required by the EPA, the applicant (the City of Brillion) must allow the community an opportunity to comment on the draft proposal, which must include an attached draft of this ABCA. This draft ABCA briefly summarizes information about the site and contamination issues, cleanup standards and applicable laws, the cleanup alternatives considered, and the proposed cleanup.

This draft ABCA is intended as a brief preliminary document. If the proposal is selected for funding, the City will be required to finalize the ABCA and make it available for additional public review and comment as part of their pre-cleanup activities.

This ABCA includes a discussion of the site background and history, applicable regulations and standards, evaluation of cleanup alternatives, and presents a recommended cleanup alternative. The ABCA also presents information on past public involvement and plans for future public involvement.

Written records for this project, including the documents referenced above, can be viewed at the Brillion Community Center located at 120 Center Street, Brillion, Wisconsin.

BACKGROUND

The former Brillion Iron Works property consists of twenty parcels of land measuring approximately 145 acres and located in the Northwest ¼ of the Northeast ¼ of Section 25, Township 20 North, Range 20 East in the City of Brillion, Calumet County, Wisconsin. The property has two physical addresses: one for

the Brillion Iron Works foundry (200 Park Avenue) and the other for the former Deans Foods Vegetable Company (235 East Ryan Street).

The City of Brillion currently owns title to the subject property, who purchased it from Brillion Iron Works Inc., under the umbrella of American Axel Manufacturing Corporation (AAMC), in September 2018. The north-central portion of the property was previously owned by the Larson Canning Company (Deans Foods and Agrilink).

Most of the subject property is developed for industrial use. It is comprised of two main areas: one occupied by the former BIW foundry, and the other by the former Dean Foods Vegetable Company processing facility. Foundry operations included four large industrial plants, employee parking, two storm water detention basins, a beneficial reuse storage area for spent foundry sand, outdoor storage areas, and several ancillary buildings. Plant 1 contained a foundry and office spaces. It is north of Park Avenue and covers over 215,000 square feet along North Francis Street. Plant 2 was a foundry and covers over 200,000 square feet. Farm equipment was manufactured in Plant 3, which covers about 175,000 square feet. Plant 3 is currently being repurposed for use by Ariens Company as a research and development facility. Plant 4 is a casting and finishing facility that covers over 105,000 square feet. There are large outdoor storage areas south of Park Avenue, Plant 4, and Plant 3. Two employee parking lots are on the west side of Francis Street and a third is south of Plant 4. There are many ancillary buildings north of Plant 3 and a former milk condensery and maintenance building south of Plant 4. The storm water detention basins are north of Plant 4 and southwest of the beneficial reuse storage area. Spring Creek enters the northwest corner of the subject property and flows through a box culvert beneath the east side of Plant 1. Mills Creek and an unnamed tributary converge with Spring Creek before it leaves the southwest corner of the subject property.

Brillion Iron Works originated in 1890 as a manufacturer of hand and farm tools, and moved to the subject property site in 1900, when the foundry was added. Brillion Iron Works, Inc. has reportedly owned the subject property since that time. Brillion Iron Works, Inc. has changed hands multiple times since its early 20th century beginnings, but according to records, each historic owner utilized the company and subject property for similar industrial and heavy commercial purposes. Foundry operations ceased in November 2016.

Dean Foods Vegetable Company operated a food processing and canning facility at the subject property from approximately 1920 until Brillion Iron Works purchased the property in 1999. This facility was previously owned by the Larson Company. The former Dean Foods Vegetable Company processing facility is on the south side of East Ryan Street (Hwy 10). Originally this facility consisted of 15 buildings, but several were demolished around 2001; only eight buildings remain. Brillion Iron Works used the remaining buildings for cold storage after they purchased the property. Combined, these eight buildings total about 54,000 square feet and were constructed between 1920 and 1975. JX Enterprises leased space at the former Dean Foods facility from 2008 to 2012 and used it for servicing semi-trucks.

The west part of the subject property was developed for industrial use before 1938. Plant 1 and the building along highway 10 were the first structures visible in aerial photos. By 1952, an industrial pond was installed northeast of Plant 1. Construction on Plant 4 had started and included a small substation to the southeast. A second industrial pond was constructed before 1971. The south half of Plant 2 was

constructed by 1974. Plant 3 was constructed by 1981 and included a large outdoor storage area to the south and ancillary buildings to the north. Around this time, a third industrial pond was constructed east of Plant 3. By 2008, the industrial ponds were dry and vegetated. It is unclear from the photographs if they were filled or drained. The site layout remained unchanged through 2010. A storm water detention basin was constructed north of Plant 4 in 2013 and the unnamed tributary to Spring Creek was relocated.

CONTAMINANTS OF CONCERN AND EXPOSURE ROUTES

Based on site investigation activities conducted on the subject property in May 2018, the primary contaminants of concern include polycyclic aromatic hydrocarbons (PAHs), volatile organic compounds (VOCs), and Resource Conservation and Recovery Act (RCRA) metals. However, the horizontal extent of soil and groundwater contamination on the property cannot be fully determined by the data currently available. Further testing may be necessary following building demolition. Based on available field observations and analytical testing, the following conclusions are drawn:

- Fill is located at varying depths across the entire 145-acre subject property, including beneath existing buildings, roadways and parking areas. Moreover, foundry material was used to fill the abandoned wastewater infiltration ponds associated with the former Agrilink (a.k.a. Dean Foods) parcels on the eastern boundary, as well as a portion of the previously abandoned storm water pond was also filled with foundry sand. Based upon our knowledge of the universal wastes contained in the existing buildings, extent of known foundry sand fill and construction fill on the property, in addition to the soil and groundwater impacts documented in this report, a minimum of 75% of the property has been impacted by foundry fill, contaminated soil and groundwater, and building components containing universal wastes.
- Fill material is present around the beneficial reuse foundry sand storage area and contains trace amounts of PAHs and RCRA metals at levels considered below background. Low levels of RCRA metals are present in groundwater in this area, with arsenic above the Chapter NR 140, Wisconsin Administrative Code (WAC) preventive action limit (PAL);
- Fill along the north subject property line contains trace amounts of VOCs, PAHs, and RCRA metals with arsenic levels slightly above background threshold value (BTv) for Wisconsin soils. Lead is present in groundwater above the Chapter NR 140 PAL;
- Residual contamination associated with the closed leaking underground storage tank (LUST) case at Tank Farm 2 is present in soil and groundwater. Tetrachloroethene (PCE), cadmium, lead, and silver were detected above Chapter NR 720 standards. WAC residual contaminant levels (RCLs) established for the protection of groundwater and diesel range organics (DRO) were detected at 9.4 milligrams per kilogram (mg/Kg). Groundwater in the vicinity of the former tank pit is impacted with PCE, benzo(a)pyrene, benzo(b)fluoranthene, chrysene, and lead above Chapter NR 140 enforcement standards (ES). Cadmium and total chromium are also present in groundwater above their respective PALs. DRO was detected in groundwater at 32 micrograms per liter (µg/L);
- Residual contamination associated with the closed LUST case at Plant 2 is present in soil and groundwater within 5 feet of the Plant 2 building foundation. Groundwater around the former tank pit is impacted with levels of benzo(b)fluoranthene and chrysene above NR 140 PALs. VOC

vapors beneath the building slab next to the former LUST pit are below residential vapor risk screening levels (VRSLs), except for 2-propanol;

- Soil and groundwater downgradient of former Brillion Iron Works Plants 1, 2, and 4 are impacted with RCRA metals and low levels of PAHs and VOCs. These compounds likely migrated through floor cracks, damaged piping, or are attributed to releases that occurred in the surrounding parking lots. Lead was detected in soils above the NR 720 non-industrial soil RCL near the charge yard of Plant 1 and other metals, including barium, cadmium, selenium, silver, and mercury, are present above protection of groundwater RCLs in several other locations. PAH compounds benzo(b)fluoranthene and chrysene are present above protection of groundwater RCLs at several locations, and VOCs including PCE, 1,1,1-trichloroethene, and benzene present above NR 720 protection of groundwater RCLs. Groundwater is impacted in some areas, with RCRA metals above the ES, including lead, selenium, arsenic, and chromium. Benzene exceeded the PAL at one location and 1,1-dichloroethene exceeded the ES in one other location. PAHs such as benzo(b)fluoranthene, benzo(a)pyrene, chrysene were also detected above their respective PALs.
- A sample collected near floor cracks around the former paint line indicates groundwater downgradient of the paint line contains arsenic above the NR 140 ES.
- Near-surface soils at the former Larson Canning Company property (Dean Foods and Agrilink Property) are impacted with trace levels of PAHs and RCRA metals slightly above BTVs. Groundwater is also impacted with trace levels of PAHs and RCRA metals above NR 140 PALs, including one ES exceedance of lead. Surface soils were likely impacted by petroleum storage, process wastes, imported fill, long-term truck parking and maintenance activities, and or oil used for dust suppression.
- Low levels of RCRA metals, PAHs, and VOCs are present in soil and groundwater next to the storage and maintenance buildings (former milk condensery). Of the compounds detected in soil, only arsenic and chrysene exceeded the NR 720 protection of groundwater RCL. No compounds detected were present in groundwater above the PAL.
- Soil in the charge yards on the east side of Plant 1 and Plant 2 are impacted with RCRA metals, PAHs, and VOCs above NR 720 RCLs. The groundwater beneath the charge yards is impacted with RCRA metals and PAHs above NR 140 groundwater quality standards.

Based on the location and nature of the contaminants identified above and considering the anticipated future use for the site and planned redevelopment activities, the *construction worker/trespasser* has been identified as the most likely person to come in contact with the materials. The potential routes of exposure to these substances include:

- Ingestion and dermal contact with RCRA metals, PAH, and VOC impacted soils.

Potential transport mechanisms of site contaminants include:

- Direct contact and potential ingestion of impacted soils;
- Leaching of contaminants to groundwater.

CLEANUP OBJECTIVES

Remedial action objectives describe what the proposed site cleanup activities are expected to accomplish with regard to impacts at the former Brillion Iron Works site, and include the following:

- Prevent direct human contact risks posed by near surface soils;
- Prevent exposure to contaminated soil by on-site workers;
- Removal, treatment, or capping of contaminated soils to prevent leaching to groundwater; and
- Properly manage contaminated soil during future redevelopment activities.

APPLICABLE REGULATIONS AND CLEANUP STANDARDS

The City of Brillion's objective is to obtain a no further action letter from the WDNR for investigation and remediation efforts expended during this redevelopment project. To obtain closure for individual sites, it will be necessary to follow state regulatory requirements detailed in Wisconsin Administrative Codes. Contaminated soil should be restored in compliance with the requirements of Chapter NR 720. Soil samples collected and analyzed for the purpose of risk analysis, evaluation of remedial alternatives, and compliance with state regulatory requirements will be analyzed in a fixed analytical laboratory using USEPA SW-846 methods. Groundwater samples will be regulated in accordance to Chapter NR 140 and other applicable state and federal regulations. Gas samples will be compared to the DNR's Vapor Risk Screening Levels and other applicable state and federal regulations. Ayres Associates will assign a licensed site professional (P.G. or P.E.) to oversee site cleanup.

EVALUATION OF CLEANUP ALTERNATIVES

This section identifies various remediation alternatives that may be used to address the environmental contamination issues at the subject property. All of the alternatives were evaluated with respect to WDNR Chapter NR 722 and EPA requirements, including:

- Effectiveness;
- Ability to Implement;
- Potential Impact of Extreme Weather Events;
- Compliance with Standards; and
- Reasonableness of Cost.

A comparative analysis of the remedial alternatives was performed (advantages and disadvantages) with respect to the evaluation criterion defined earlier in this report. This analysis of alternatives is specific to the hydrogeologic conditions and contaminant types and concentrations at this site. A comparison of the potential remedial scenarios discussed below are summarized in Tables 1 and 2. Each of the remedial alternatives listed below has been compared for the green remediation elements or what the proposed remediation impact on the environment will be. Table 3 summarizes the green remediation comparison.

Alternative 1 – Excavation and Disposal

Technical Feasibility

Excavation and disposal are a widely used and relatively expedient method for removing contaminated soil. Excavation of contaminated material can be extremely effective in terms of site cleanup because it can be confirmed by field screening and laboratory analysis of soil samples as the excavation proceeds.

There are no factors anticipated to limit the technical feasibility of this remediation method because common excavation equipment (excavator or backhoe and dump trucks) may be used to achieve remediation objectives.

Implementation Feasibility

Implementation of the excavation and disposal alternative is considered feasible because the soil known to be contaminated is relatively accessible for excavation with little to no impediments posed by structures or utilities.

Environmental Feasibility

Excavation and disposal will result in removal of acutely impacted soils and waste materials from the site. In the long-term, this option would enhance the overall remedial strategy by reducing the overall quantity of residual soil impacts.

Economic Feasibility

Fees associated with non-hazardous materials typically include excavation, hauling, backfilling, and either bioremediation or land filling. Areas of contaminated soil were calculated based on analytical results. Due to the limited ability to relocate material on site due to flood plain limitations, excess soil that cannot be capped or needs to be relocated due to anticipated site grading will need to be hauled and disposed of off-site. The nearest landfill is Advanced Disposal Hickory Meadows Landfill in Chilton, approximately 18 miles away. Unit costs are estimated as \$20 per cubic yard (/CY) for digging and hauling to the landfill, and \$75 per ton for disposal (equates to ~\$115/CY) for a total cost of \$135/CY for disposal. Areas that could require potential soil excavation, relocation, or disposal with soil standard exceedances total approximately 11 acres (see Figure 1). However, it is likely that most of this soil could be reused on site as fill outside of the flood plan and capped. Of the 11 acres, only 6,000 square feet is suspected be contaminated with petroleum or have levels of hazardous substances that would require disposal. These areas include the charge yard on the west side of Plant 1, Plant 2 LUST site, Tank Farm 2 LUST site, and an area of petroleum contamination identified during the Phase II ESA. The excavations would likely extend to groundwater, which is approximately 8 feet below the surface. The total estimated amount of soil to be removed for disposal is about 2,000 CY at a total estimated cost of \$270,000.

Adverse Weather Potential Impact

Brillion Iron Works may be subject to extreme temperatures, tornadoes, and flooding. Flooding, a result of increasing annual precipitation and heavy rain events in the State of Wisconsin (NCICS, 2019) poses the most likely risk to excavation and disposal. If flooding were to occur contaminated soil could be transported off site via Spring Creek or Mills Creek.

Alternative 2 – Capping and Vapor System

Technical Feasibility

Capping involves placing an engineered surface cover over contaminated materials to eliminate direct contact exposure. Capping is efficient in terms of site cleanup because it can be readily incorporated into redevelopment plans for the site, which typically require pavement, buildings, and landscaped

areas. If constructed appropriately, caps can be an effective method to inhibit direct contact with contaminated materials. Impermeable caps associated with site development such as paved surfaces in driveways or parking lots and building slabs require little maintenance. Vegetated soil caps require regular maintenance to prevent erosion. The area of concern for direct contact exceedances that required remedial alternatives represents an estimated 75,000-square foot or 1.7 acres. This estimate does not include an area on parcel 16 (approximately 1.8 acres) that had an industrial RCL exceedance and may require soil relocation due to topographic relief.

While vapor sampling to date did not indicate exceedances above sub-slab screening levels near the Plant 2 LUST, the former Tank Farm 2 location presents possible vapor risks to potential workers if the site is redeveloped with occupied light industrial use. This location had measurable levels or exceedances in soil and groundwater for VOCs and may necessitate a vapor mitigation system. If soil is not removed in areas where historic vapors are shown to be present, a suitably designed vapor system would need to be designed, installed, and commissioned.

Solvents and petroleum products were detected in groundwater samples around Plant 1, Plant 2, and Plant 4. Depending on geologic conditions and findings from additional investigation beneath these buildings, which is needed, a vapor system could be needed in buildings constructed in these areas.

Additionally, areas of the site to be redeveloped for mixed or residential use may necessitate a vapor mitigation system, pending further site investigation.

Implementation Feasibility

The end use of the property needs to be considered to determine the volume of soil requiring hot spot removal and its potential to implement a cap design. The volume of soil removal depends upon concentration and distribution of contaminants in soil and end use of the property. Residual soil contamination below the threshold values for the end use of the site can remain on the property if properly capped.

A cap should be incorporated as part of the site development as it will be a permanent feature of the property. Materials used for cap construction are common and readily available. If constructed appropriately, the cap would become a part of the intended land use and be congruent with the site development concept. On a site that is being developed, buildings, parking lots and roadways, as well as the landscaping, can all be integrated into the cap.

A vapor system would be able to mitigate any remaining impacts from VOCs or petroleum vapors in the soil or shallow groundwater and provide a protective environment to workers or future site occupants. The implementation into new buildings would be done below floor grades and has been demonstrated to be feasible in other projects.

Environmental Feasibility

Capping can be an effective means for minimizing direct human contact to contaminated soils and mitigating vertical infiltration of precipitation through contaminated materials. Although capping does not actively remediate contamination, it does offer a means of protecting human health and the environment from residual contamination.

Installation of a vapor mitigation system has been demonstrated to be effective in mitigating vapor concerns in new or historic buildings.

Economic Feasibility

Capping is a relatively inexpensive method of site remediation and likely congruent with future site uses. Costs for cap construction would include the materials, labor, permitting, and periodic maintenance of an impermeable or vegetative cover. The area to be remediated is within the flood fringe that will likely be brought up to mitigate floodway impacts. This remedial action assumes that the end use of the site will be for non-industrial purposes and the site will be placed on the GIS registry with a cap maintenance plan. It also assumes the large portion of cost would be in the development and oversight of a materials management plan and moving soils on site to assure they are placed beneath an impervious surface and/or there is a 2-foot separation to minimize direct contact. The estimated cost for capping of the site is dependent upon the final redevelopment plans for the site but is estimated to be \$450,000 based on available data.

A vapor mitigation system in new construction includes upgraded vapor barrier, subsurface piping, and exhaust piping. If required to be an active system, a vacuum blower would also be necessary. The extents of new buildings would dictate the cost of a vapor mitigation system. According to the Naval Facilities Engineering Command Document *Vapor Intrusion Mitigation in Construction of New Buildings Fact Sheet*, typical costs for piping and vapor barrier upgrade is \$3 - \$4 per square feet in new construction. If soil is not removed in areas where historic vapors are shown to be present, a suitably designed vapor system would need to be designed, installed, and commissioned. It is estimated that for new construction, the total system elements would be approximately \$50,000 per system, including A/E fees for design, documentation, and commissioning.

Adverse Weather Potential Impact

Brillion Iron Works may be subject to extreme temperatures, tornadoes, and flooding. Flooding, a result of increasing annual precipitation and heavy rain events in the State of Wisconsin (NCICS,2019) poses the most likely risk to the capping and vapor release system. If flooding were to occur, the cap and vapor system may be damaged, causing release of contaminated soil and vapors off site.

Alternative 3 – Soil Washing

Technical Feasibility

Soil washing removes metals from soil by chemical and physical treatment methods in an aqueous suspension. The process involves treating contaminated soil by adding extraction agents that react with the contaminant and leach it from the soil. Soil washing is effective with soils containing smaller fractions of silt and clay. This treatment is efficient in terms of site cleanup because it allows for reuse of the coarse fraction of contaminated materials on site. The fine fraction of soil may require off-site disposal. The effectiveness of the treatment can be confirmed by field screening and laboratory analysis of soil samples as the cleanup process is conducted.

Implementation Feasibility

The type and concentration, as well as the volume and grain size distribution of material being treated, needs to be considered prior to implementation of this remedial method. Each one of these factors will

determine the type of extraction reagent required for treatment. Contaminated materials are excavated and screened to segregate the soil particles into different size fractions. This process is either performed prior to or in conjunction with chemical treatment. The chemical treatment can remediate the coarse fraction to levels acceptable for on-site reuse; fine fraction soils are typically disposed off-site.

Environmental Feasibility

Effectiveness and overall protection of human health and the environment using soil washing is relatively high. Soil washing remediation reduces the toxicity, mobility, and volume of impacted materials at the site.

Economic Feasibility

Fees associated with in situ treatment include treatability studies for determining the appropriate chemical extraction blends, cost of chemical reagents, excavating equipment, water treatment, and soil washing apparatus. Landfill disposal costs need to be considered for the fine soil fraction. Estimated costs for the soil washing is approximately \$150 to \$250 per ton or approximately \$930,000 to \$1,550,000 based on an estimated 6,200 tons of impacted soil.

Adverse Weather Potential Impact

Brillion Iron Works may be subject to extreme temperatures, tornadoes, and flooding. Flooding, a result of increasing annual precipitation and heavy rain events in the State of Wisconsin (NCICS,2019) poses the most likely risk to soil washing procedures. If flooding were to occur contaminated soil could be transported off site via Spring Creek or Mills Creek.

Alternative 4 – No Action Alternative

A no-action alternative was considered to establish a baseline for comparison with other alternatives. Under this option, all activities at the site with regard to remediation would be discontinued and no additional costs would be incurred. A no-action alternative would not be protective of human health or the environment, would not comply with Wisconsin environmental rules and regulations, and would restrict potential redevelopment or use of the site. This property would remain an environmental hazard and blight on the neighborhood.

Recommended Cleanup Alternative

The Remedial Alternatives were evaluated based on effectiveness, implement ability, the cost of each alternative, the potential future uses of the property and the proposed redevelopment plans. All of the alternatives are considered technically feasible and capable of protecting human health and the environment with the exception of the “No Action Alternative.”

The preferred alternative for remediating contamination beneath the former BIW site is **Alternative 2 – capping with soil removal along with the installation of vapor mitigation systems in select areas**. This alternative was selected because it is the most cost-effective remedy, based upon the proposed redevelopment plan, for eliminating direct contact health risks. This alternative can be integrated into site development as the parcels are developed with parking areas, buildings, and landscaped areas providing a cap to prevent human contact with contaminated soil.

Tasks related to remediation (direct contact risk mitigation and vapor risk mitigation) will be performed in accordance with a vapor mitigation system design and material management plan (MMP), both developed in the future and coincident with multi-use building construction, greenway and parking lot development. This includes capping of contaminated soil beneath the proposed buildings and parking lot and associated paved or landscaped areas. Site capping and grading will be performed to promote runoff and decrease infiltration into contaminated soils and will be necessary to raise surrounding grades to two feet or more above the floodway fringe. Although the intent will be to reuse as much contaminated soil on site as possible, provisions identified in the MMP will be made for off-site disposal of contaminated soil that cannot be incorporated into the proposed redevelopment plan, as described by Alternative 1. The rationale for the tasks to be performed during the remediation is as follows:

- Provide a decision structure for the identification of contaminated soil during construction activities.
- Monitor environmental conditions during construction activities.
- Perform environmental sampling and analysis for waste characterization and disposal.
- Incorporate environmental management decisions into design and construction for long-term care of the property.

Proposed redevelopment of the property includes demolition and removal of the majority of existing structures (with the notable exception of Plant 3, which is being beneficially retro-fitted to support a \$6M investment in a research and development facility for a local manufacturer) and leveling the site for the proposed multi-use development and associated parking areas. It is anticipated that proposed redevelopment will generally raise current ground surface elevations by an additional 6 to 8 feet in some areas, and in excess of 2 feet in others to meet design grades and to mitigate floodway concerns. Due to the limited ability to relocate material on site due to flood plain limitations, excess soil that cannot be capped or needs to be relocated due to anticipated site grading will need to be hauled and disposed of off-site. Impacted soil removed from the subject property will be transported to the Advanced Disposal Hickory Meadows Landfill facility for disposal. Areas with that could require potential soil excavation, relocation, or disposal with soil standard exceedances totals approximately 11 acres. However, it is likely that much of this soil could be reused on site as fill outside of the flood plan and capped. Of the 11 acres, only 6,000 square feet is suspected be contaminated with petroleum or have levels of hazardous substances that would require disposal.

In areas where soil is set to remain that has residual contamination or serves as a barrier cap for direct contact or protection of groundwater will be capped. While some clean soil cap in select areas is likely to occur, the most likely cap situation is hard surface (asphalt or concrete) caps for parking, sidewalks, driveways, or roads. Areas that may require capping will primarily be limited to those that will potentially be mixed use or residential developments. Areas with proposed residential or mixed used developments and soil RCL exceedances total approximately 75,000 square feet or 1.7 acres. This estimate does not include an area on parcel 16 (approximately 1.8 acres) that had an industrial RCL exceedance and may require soil relocation due to topographic relief.

Landscaped areas will require minimal excavation and placement of clean fill over the removed contaminated material. In areas of soil impacts, this layer of clean fill will be a minimum of 2-feet thick and subsequently vegetated to provide a barrier to inhibit direct human contact. The rationale for capping areas of the site includes:

- Proposed development covers the contaminated area thereby already providing a cap.
- PAHs and metals are relatively immobile compounds. Soil contamination was encountered primarily near the ground surface. Therefore, active remediation or removal of PAH and metals-impacted soil is not warranted.
- Capping impacted soil beneath landscaped areas will provide an engineered cap preventing direct human contact with contaminated soil.

The vapor mitigation system(s) will consist of perforated piping in collection trenches and a vapor barrier beneath the building floors to collect and transmit any residual vapors away from the buildings through active or passive methods.

ESTIMATED COST OF PREFERRED REMEDY

The total cost for this alternative is would depend on the types and size of caps, the size and number of a vapor mitigation system, but is estimated to be approximately \$915,500, based on available data. Estimated volumes of contaminated media are dependent on assumptions about site conditions, degree of contamination, and means and methods of construction. Cost estimate assumes primarily hard surface cap, with a 2-feet clean soil cap in landscaped areas. Concrete crushed on site can be utilized to cap the site, where possible. An estimated 15,000 to 20,000 cubic yards of crushed concrete will be available for capping although this material will most likely be used for base coarse.

Professional Consulting and Laboratory Services

Working in resolving the environmental issues at the former BIW property will require confirmation testing, remedial action construction observation and documentation, and suitable closure efforts upon remediation implementation. These costs are estimated as 15% of the project cost totals and include professional engineers, geologists, and outside hires (drilling firms, licensed laboratory) in pursuit of project goals. Additionally, annual groundwater sampling of assumed three years (at a cost of \$10,000 per year) is likely necessary to achieve regulatory closure.

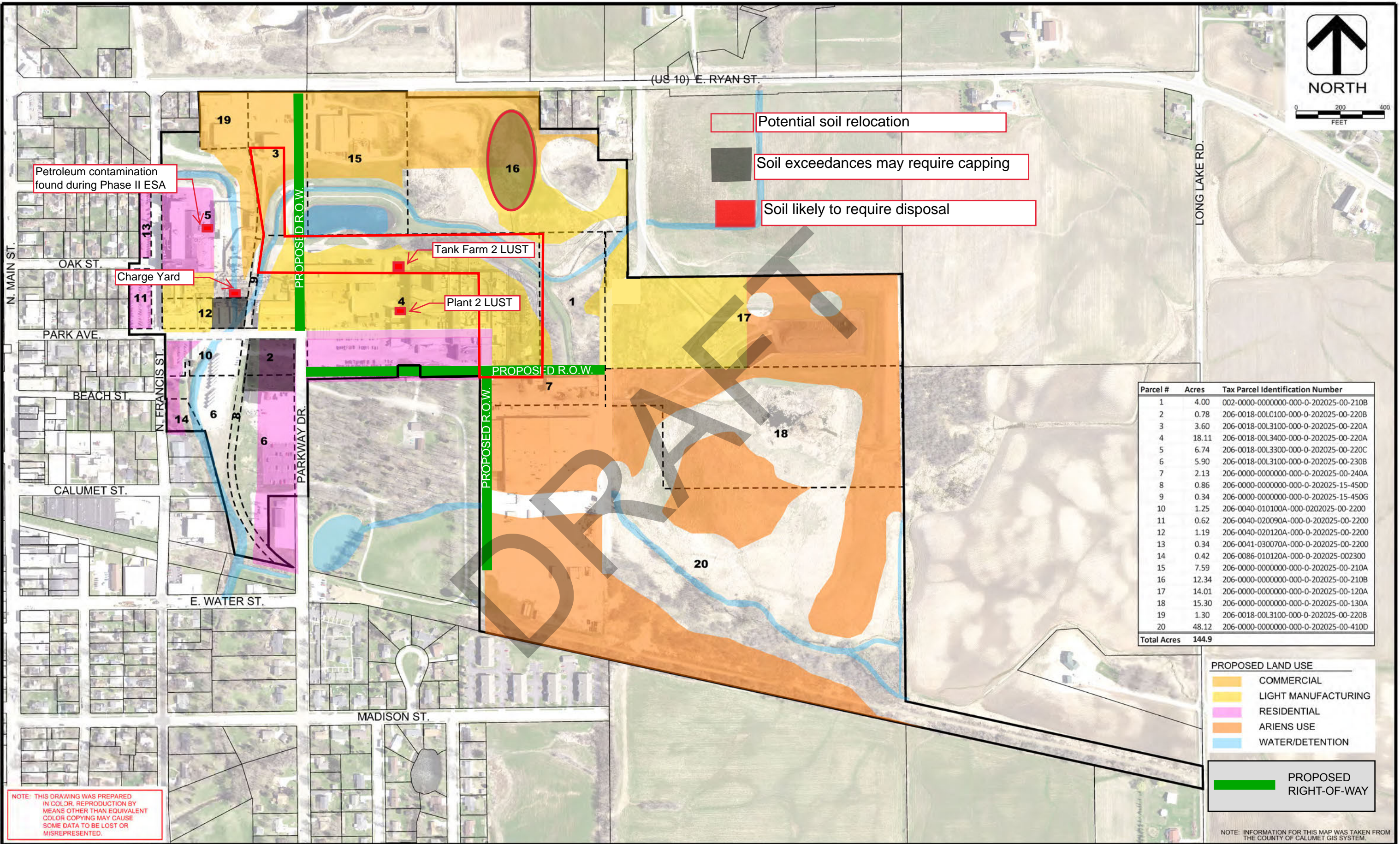
Remedial Action Cost	Unit Cost	Units	Subtotal
Soil Excavation, Haul, and Landfill Dispose	\$135/CY	2,000 CY	\$270,000
Capping	\$6/SF	75,000 SF	\$450,000
Vapor System	\$50,000 per unit	One	\$50,000
Env. Consulting, Construction Assistance, Laboratory, Documentation, Closeout	15% of capital cost		\$115,500
Annual Monitoring	\$10,000 per year	Three	\$30,000
Total estimated remedial action cost			\$915,500

The cost estimates were developed primarily for the purpose of comparing remedial alternatives and not for establishing project budgets. Cost estimates were prepared in accordance with the USEPA guidance document, A Guide to Developing and Documenting Cost Estimates during the Feasibility Study

(USEPA and USACE, 2000). Table 4 summarizes the capital costs associated with purchasing and trucking clean fill to the site, professional/technical assistance, construction observation, compliance testing (if needed) and a 10% contingency.

DRAFT

6/11/2018
W:\Bentley-V8i\WorkSpace\Standards\plc\fig\Aures.pdf.plc
W:\Bentley-V8i\WorkSpace\Projects\Engineering\Services\plc\fig\ES.Standard.tbl
W:\ENV\CAD\Env.sites\Brillion Iron Works\Proposed Land use map.dgn



NOTE: THIS DRAWING WAS PREPARED IN COLOR. REPRODUCTION BY MEANS OTHER THAN EQUIVALENT COLOR COPYING MAY CAUSE SOME DATA TO BE LOST OR MISREPRESENTED.

Parcel #	Acres	Tax Parcel Identification Number
1	4.00	002-0000-0000000-000-0-202025-00-210B
2	0.78	206-0018-00LC100-000-0-202025-00-220B
3	3.60	206-0018-00L3100-000-0-202025-00-220A
4	18.11	206-0018-00L3400-000-0-202025-00-220A
5	6.74	206-0018-00L3300-000-0-202025-00-220C
6	5.90	206-0018-00L3100-000-0-202025-00-230B
7	2.13	206-0000-0000000-000-0-202025-00-240A
8	0.86	206-0000-0000000-000-0-202025-15-450D
9	0.34	206-0000-0000000-000-0-202025-15-450G
10	1.25	206-0040-010100A-000-0-202025-00-2200
11	0.62	206-0040-020090A-000-0-202025-00-2200
12	1.19	206-0040-020120A-000-0-202025-00-2200
13	0.34	206-0041-030070A-000-0-202025-00-2200
14	0.42	206-0086-010120A-000-0-202025-002300
15	7.59	206-0000-0000000-000-0-202025-00-210A
16	12.34	206-0000-0000000-000-0-202025-00-210B
17	14.01	206-0000-0000000-000-0-202025-00-120A
18	15.30	206-0000-0000000-000-0-202025-00-130A
19	1.30	206-0018-00L3100-000-0-202025-00-220B
20	48.12	206-0000-0000000-000-0-202025-00-410D
Total Acres		144.9

PROPOSED LAND USE

- COMMERCIAL
- LIGHT MANUFACTURING
- RESIDENTIAL
- ARIENS USE
- WATER/DETENTION

PROPOSED RIGHT-OF-WAY

NOTE: INFORMATION FOR THIS MAP WAS TAKEN FROM THE COUNTY OF CALUMET GIS SYSTEM.

DR BY	T. SHUPERT	BOOK NO.	
CHK BY	L. ROSEMORE	JOB NO.	51-0000.00
DATE	JUNE 2018	SCALE	AS SHOWN
NO.		DATE	
REVISION			

PHASE II ENVIRONMENTAL SITE ASSESSMENT
200 PARK AVENUE
BRILLION, WISCONSIN



PROPOSED LAND USE MAP

Table 1 – Comparison of Potential Remedial Alternatives for Soil

Evaluation Criteria	No Action/ Institutional Controls	Containment using Engineered Surface Barriers	Enhanced Bioremediation	Soil Washing	Solidification/ Stabilization	Limited Removal and Asphalt Incorporation	Excavation and Off-Site Disposal
Overall Protection of Human Health and the Environment	None	Low	Low	Moderate	Moderate	High	High
Compliance with ARARs	None	Low	Moderate	Moderate	Moderate	Moderate	High
Long-term Effectiveness and Permanence	None	Low	Moderate	Moderate	Moderate	High	High
Reduction of Toxicity, Mobility and Volume through Treatment	None	Low	Moderate	Moderate to High	Low to Moderate	High	High
Short-term Effectiveness	Low	High	Low	Moderate to High	High	High	High
Implementation	None	High	Moderate	Moderate	Low to Moderate	Moderate	High
Cost	Low	Low	Moderate	High	High	Moderate	Moderate
Agency Acceptance	None	High	Low	Low	Moderate	Low	Moderate
Community Acceptance	None	Moderate	Low	Low	Moderate	Low	Moderate

Note: Potential remedial alternatives highlighted in **bold** print were retained for detailed evaluation

Table 2 – Comparison of Potential Remedial Alternatives for Groundwater

	Potential Remedial Alternative					
Evaluation Criteria	No Action/ Institutional Controls	Natural Attenuation	In-Situ Enhanced Biodegradation	In-Situ Chemical Oxidation	Removal using Groundwater Extraction	Air Sparging
Overall Protection of Human Health and the Environment	None	Low	Low	High	Moderate	High
Compliance with ARARs	None	Low	Low	High	High	High
Long-term Effectiveness and Permanence	None	Moderate	Moderate	Moderate	Moderate	High
Reduction of Toxicity, Mobility and Volume through Treatment	None	Low	Moderate	Moderate	Moderate	High
Short-term Effectiveness	None	Low	Low	High	High	High
Implementation	None	High	Low	High	High	Moderate
Cost	None	Low	Low	High	High	High
Agency Acceptance	None	Moderate	Low	High	High	High
Community Acceptance	None	Moderate	Low	High	High	High

Note: Potential remedial alternatives highlighted in **bold** print were retained for detailed evaluation.

Table 3 – Green Remediation Comparative Analysis

Green Remediation Core Element	Remedial Alternative					
	Containment using Engineered Surface Barriers	Enhanced Bioremediation	In-Situ Chemical Oxidation	Solidification/Stabilization	Limited Removal and Asphalt Incorporation	Excavation and Off-Site Disposal
Minimizes total energy use and maximum use of renewable energy	High	Medium	Low	Medium	Medium	Low
Minimizes air pollutants and greenhouse gas emissions	Medium	High	Medium	Medium	Low	Low
Minimizes water use and impacts to water resources	High	Medium	Low	Low	Medium	High
Optimizes future land use and enhance ecosystem	High	High	Medium	Medium	Medium	High
Reduces, reuses, and recycles materials and waste	High	High	Medium	Medium	High	Low
Optimizes sustainable management practices during stewardship	Medium	High	Medium	Low	Medium	Low

Note: Assumes natural attenuation monitoring of groundwater will be performed along with each soil option

Positive Impact: Low, Medium, High

Attachment 3b
Community Notification
Materials

ZANDER PRESS INC.

425 WEST RYAN STREET BRILLION, WISCONSIN 54110 PHONE (920) 756-2222 FAX (920) 756-2701 PUBLICATIONS & COMMERCIAL PRINTING

Notice of Public Meeting: City of Brillion FY20 EPA Brownfields Cleanup Grant Application Former Brillion Iron Works Property 200 Park Avenue, Brillion, Wisconsin

NOTICE IS HEREBY GIVEN, that the Committee of the Whole of the Common Council of the City of Brillion will meet on Monday, November 11, 2019, at 6:00 pm at the Brillion City Center, located at 201 N. Main Street, Brillion, Wisconsin, which is handicapped accessible. This is a public meeting.

The City of Brillion is providing the community notice of its intent to submit a proposal for a U.S. Environmental Protection Agency (EPA) Site-Specific Brownfields Cleanup Grant in the FY20 cycle. The grant application is in pursuance of funding to carry out cleanup activities on the former Brillion Iron Works property located at 200 Park Avenue, Brillion, Wisconsin, in support of the redevelopment of the site. A copy of the draft grant proposal, including a draft Analysis of Brownfield Cleanup Alternatives (ABCA), is being made available at the Committee of the Whole meeting for public review and comment. A description of the proposed project will be presented, and all persons will be afforded a reasonable opportunity to identify both orally and in writing any support, issues, or concerns they believe should be addressed ahead of submittal of the grant proposal to the EPA. Following the meeting, the draft grant proposal will be available at the Brillion City Center.

If you are interested in this project or have any information relevant to it, we welcome your comments, suggestions, or other input. For consideration, please submit your comments at the meeting or in writing by November 18, 2019. Comments can be sent to:

Keely Campbell
Ayres Associates
CampbellK@AyresAssociates.com

WNAALP Oct31, Nov7

Affidavit of Publication

State of Wisconsin
County of Calumet

}

Elizabeth M. Wenzel of said county, being duly sworn, deposes and says that she is the president of Zander Press Inc., publisher of The Brillion News a weekly newspaper of general circulation, published in City of Brillion, in the County of Calumet and that the advertisement, a printed copy of which, taken from the paper in which it was printed, is attached hereto, was inserted and published in the said newspaper for 2 weeks, the first publication being on the 31st day of October, 2019, and the second publication being on the 7th day of November, 2019.

Elizabeth M. Wenzel

Subscribed and sworn to before me this 7th day of November, 2019.

Marlene J. Schwabe
Notary Public.

My commission expires July 22, 2021.



**CITY OF BRILLION
COMMITTEE OF THE WHOLE
Monday, November 11, 2019**

NOTICE IS HEREBY GIVEN, that the Common Council of the City of Brillion will hold a special meeting on **Monday, November 11, 2019 at 6:00 pm** in the **Council Chambers at Brillion City Center located at 201 N. Main Street, Brillion, WI**, which is handicapped accessible.

AGENDA:

1. Call to order and Pledge of Allegiance
2. Roll call
3. Approval of the Agenda
4. Approval of Minutes – October 28, 2019 Regular Committee of the Whole
5. Citizen Input
6. EPA Site-Specific Brownfields Cleanup Grant Application – Public Comments
7. Protections of Persons and Property
 - a. Ambulance Department:
 1. Review of Monthly Reports
 - b. Police Department:
 1. Review of Monthly Report
 - c. Fire Department:
 1. Review of Monthly Report
 - d. Municipal Court:
 1. Review of Monthly Report
8. City Buildings and Grounds
 - a. Review of Monthly Report
9. Finance and Purchasing
10. Personnel
11. Old Business
12. New Business
13. Adjournment

Copies: Post (3)
 Board Members
 Mayor
 City Administrator/Clerk-Treasurer

Gary Deiter, Mayor

Note: This is a public meeting. As such, all members or a majority of the members of any given City Committee or Board may be in attendance. While a majority any given Committee or Board may be present, only the above Board will take official action based on the above agenda.

Unapproved

**COMMITTEE OF THE WHOLE
MEETING
Minutes**

November 11, 2019

Brillion City Center

6:00 PM

CALL TO ORDER:

Mayor Gary Deiter called the meeting to order at 6:00 PM.

ROLL CALL:

Present were Mayor Gary Deiter, Alderpersons Joe Levash, Mel Edinger, Tim Hanson, Betty Nies, Joe Behnke, Sarah Pielhop, and Carrie Wenzel. Also present were Public Works Director Andy Geiger, Police Chief JoAnn Mignon, Fire Chief Joey Diener, Police Captain Kirk Schend, and City Administrator/Clerk-Treasurer Lori Gosz.

GUESTS:

Troy Jansen from Gold Cross Ambulance Service, Keely Campbell, and David Nordby from The Brillion News.

APPROVAL OF THE AGENDA:

Motion – Behnke moved to approve the agenda as printed and circulated. Seconded by Nies. Call vote. Motion carried unanimously.

APPROVAL OF MINUTES – OCTOBER 28, 2019 REGULAR COMMITTEE OF THE WHOLE MEETING MINUTES:

Motion – Edinger moved to approve the minutes of the October 28, 2019 Regular Committee of the Whole Meeting minutes. Seconded by Wenzel. Call vote. Motion carried unanimously.

CITIZEN INPUT:

None.

EPA SITE-SPECIFIC BROWNFIELDS CLEANUP GRANT APPLICATION-PUBLIC COMMENTS:

Keely Campbell explained the grant is a \$500,000 Brownfield Grant for the Brillion Works site. It is a cleanup grant which will mostly be for filling or capping. The match is \$100,000 which we can use the WEDC Idle Sites as the City match so there will be no actual City funds required for the match. One of requirements is a Public Comment period. The Public Comment period ends on November 18th.

Campbell explained the grant is three (3) year expenditure and will close in October 2023.

Behnke questioned if past owners have any liability. Campbell explained there is a letter from the DNR which is included in the application regarding liability exemption.

PROTECTION OF PERSONS AND PROPERTY:

Ambulance Department:

1. Review of Monthly Reports:

Unapproved

Jansen reported there were 38 calls in October.

Jansen reported Staff is enjoying the new quarters space from the remodel work done and thanked the City Council.

Pielhop questioned how the Town of Woodville and the Town of Brillion are charged per call. Jansen explained the calls to the Townships are higher non-resident calls. This revenue is included in the budget for operating of the ambulance service.

Gosz reported the Town of Woodville would like to meet to discuss the Agreement for ambulance services. They are not happy with the increase. She explained this will be brought back to the Committee of the Whole on November 25th.

B. Police Department:

1. Review of Monthly Report:

Police Chief Mignon reported on Police activity for the month of October.

C. Fire Department:

1. Review of Monthly Report:

Fire Chief Diener reported there were 54 calls for the year. The Department is looking ahead for 2020 training opportunities.

They will be doing a Leadership Symposium again in 2020. This will be a day and a half event rather than a two (2) day event which they hope will draw more in attendance.

D. Municipal Court:

1. Review of Monthly Report:

The Report was reviewed by the Committee.

CITY BUILDING AND GROUNDS:

A. Review of Monthly Report:

Geiger reported on the following:

- Demolition Pre-Construction Meeting on Wednesday November 13th at the Brillion Works site.
- Interview with custodial service for the City Center.
- WPS Gas line Project update.
- Leaf collection will end Wednesday November 13th.
- New fence at the Brillion Community Center was donated by Professional Plating as part of the Rock the Block event.
- Pagel Avenue update.

FINANCE AND PURCHASING:

None.

PERSONNEL:

None.

Unapproved

OLD BUSINESS:

None.

NEW BUSINESS:

None.

ADJOURNMENT:

The meeting adjourned at 6:24 pm.

Lori M. Gosz
City Administrator/Clerk-Treasurer

PUBLIC MEETING

Draft FY20 EPA Brownfields Cleanup Grant Application

Draft ABCA

Iron Works Revitalization Project

Brillion, Wisconsin

Location: Brillion City Center

201 N. Main Street, Brillion, WI

Date: Monday, November 11, 2019

Time: 6:00 pm CST

Printed Name	Organization	Phone	E-mail
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Non-Responsive

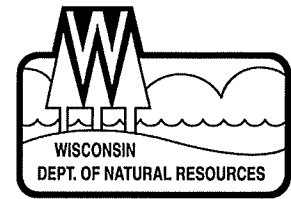
Lore, Boss	City of Brillion	920-2550	admin@ci.brillion.wi.us
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Non-Responsive

Andy Grisar	City of Brillion	920-756-2250	auda@ci.brillion.wi.us
Joseph Dineer	City of Brillion	920-756-2424	fdineer@ci.brillion.wi.us
John Magon	Brillion Police Dept	920-756-2221	pdadm@ci.brillion.wi.us

[illegible]

Attachment 3c
Petroleum Eligibility Determination
WDNR Submittal



November 21, 2019

Lori Gosz
City Administrator
City of Brillion
201 Main Street
Brillion, WI 54110

Subject: State Eligibility Determination for Federal Petroleum Brownfields Cleanup Grant
Brillion Iron Works, Brillion, Wisconsin
BRRS#: 02-08-581658

Dear Ms. Gosz:

This letter provides a state determination of eligibility for petroleum assessment of the property located at 200 Park Avenue, Brillion, Wisconsin ("the Property"). This work will be performed by the City of Brillion if the City is able to obtain a 2020 Brownfield Cleanup grant from the Environmental Protection Agency.

History and Ownership

The large Property is approximately 145 acres. It has been used for more than 100 years as a gray iron foundry. One portion of the Property was also a vegetable processing facility that was acquired to be part of the foundry in 1999. The foundry facility included four large industrial plants, parking, stormwater detention basins, a beneficial reuse storage area for foundry sand, and many other buildings and storage areas. The foundry closed in 2016 and the site has been vacant since. The Property was acquired in 2018 by the City of Brillion. The city acquired the Property from American Axle & Manufacturing, Inc. (AAM) who acquired the Property and Brillion Iron Works, Inc. in 2016. Immediately after AAM acquired the Property, they ended operations. One building, plant 3 is being reused by the Ariens Company for a research and development facility. The city is working with Ariens who are redeveloping the Property for a mixed-use development.

Contaminant Information

Discharges of petroleum substances have occurred on the Property as a result of many tanks being used and from extensive industrial uses as a foundry and vegetable processing facility. As many as 26 tanks have been identified to have been used at the plant. Most of the tanks were removed or closed in place and appropriate investigations and cleanup actions were taken however residual petroleum contamination remained after the cleanup actions. In 2018, a Phase II and partial site investigation was conducted, and many soil and groundwater samples were taken across the Property. The sampling found several areas with previously unidentified impacts from historic petroleum use. Polycyclic aromatic hydrocarbons (PAH) and volatile organic compounds (VOCs) contamination was found in the soil and groundwater above state standards in addition to other non-petroleum hazardous substances in the soil and groundwater.

Based on the information provided by the City of Brillion and Ayres, the Department has made the following determination regarding petroleum assessment for a Property located at 200 Park Avenue in Brillion, Wisconsin:

- The Property meets the federal definition of a "brownfield".
- There are no viable responsible parties based on the criteria in EPA's 2020 Guidelines for Brownfields Assessment Grants. Specifically, the potential grant recipient, the City of Brillion, has not caused or contributed to contamination and is not liable for cleanup. There is no known viable responsible party under the federal guidelines, i.e. another party who is subject to either a judgment in a court of law or an administrative order issued by an administrative body that would require that party to assess, investigate, or clean up the Property. The Department is not aware of any filed environmental enforcement action brought by federal or state authorities regarding this Property, and we are not aware that the Property is subject to any known citizen suit, that would, if successful, require a responsible party that is financially capable of satisfying obligations under federal or state law to assess investigate or clean up the Property.
- The current and immediate past owners, the City of Brillion and Brillion Iron Works, Inc. under American Axle & Manufacturing, Inc. (AAM), respectively did not dispense or dispose of petroleum or petroleum products, or own the Property during the dispensing or disposal of, any petroleum products. After contamination was identified, it was reported to the DNR and the City is taking reasonable steps with regard to any contamination at the Property by seeking funds for cleanup action.
- Petroleum contamination would be of "relatively low risk" based on the criteria in EPA's 2020 Guidelines for Brownfields Cleanup Grants. Specifically, LUST trust fund monies have not been applied to the Property and the state is not aware of any outstanding requirements under the federal Oil Pollution Act.
- The Property is not subject to a corrective action order under the Resource Conservation and Recovery Act (RCRA) Sec. 9003(h).

Therefore, we believe that there are no obstacles to the City of Brillion's plan to conduct remedial actions on the Property if they are awarded a 2020 Brownfield Cleanup grant.

Please note that a petroleum determination by the state under CERCLA section 101(39)(D) for the purposes of brownfields funding does not release any party from obligations under any federal or state law or regulation, or under common law, and does not impact or limit EPA or state enforcement authorities against any party.

Please contact me at 608-261-4927 if you have any questions.

Sincerely,



Michael Prager
Bureau for Remediation and Redevelopment

cc: Keely Cambell, Ayres
Kevin McKnight, NER - Oshkosh



February 18, 2019

Lori Gosz
City Administrator
City of Brillion
130 Calumet Street
Brillion, WI 54110

Subject: State Eligibility Determination for Federal Petroleum Brownfields Cleanup Grant
Brillion Iron Works, Brillion, Wisconsin
BRRTS#: 02-05-578930

Dear Ms. Gosz:

This letter provides a state determination of eligibility for petroleum assessment of the property located at 200 Park Avenue, Brillion, Wisconsin ("the Property"). This work will be performed by City Brillion if the City is able to obtain a 2019 Brownfield Cleanup grant from the Environmental Protection Agency.

History and Ownership

The large Property is approximately 145 acres. It has been used for more than 100 years as a gray iron foundry. One portion of the Property was also a vegetable processing facility that was acquired to be part of the foundry in 1999. The foundry facility included four large industrial plants, parking, stormwater detention basins, a beneficial reuse storage area for foundry sand, and many other buildings and storage areas. The foundry closed in 2016 and the site has been vacant since. The Property was acquired in 2018 by the City of Brillion. The city acquired the Property from American Axle & Manufacturing, Inc. (AAM) who acquired the Property and Brillion Iron Works, Inc. in 2016. Immediately after AAM acquired the Property, they ended operations. One building, plant 3 has been recently reused by Ariens Company for a research and development facility. The city is working with Ariens who is interested in using part of the Property and the City is developing redevelopment plans for the future of the Property.

Contaminant Information

Discharges of petroleum substances have occurred on the Property as a result of many tanks being used and from extensive industrial uses as a foundry and vegetable processing facility. As many as 26 tanks have been identified to have been used at the plant. Most of the tanks were removed or closed in place and appropriate investigations and cleanup actions were taken however residual petroleum contamination remained after the cleanup actions. In 2018, a Phase II and partial site investigation was conducted, and many soil and groundwater samples were taken across the Property. The sampling found several areas with previously unidentified impacts from historic petroleum use. Polycyclic aromatic hydrocarbons (PAH) and volatile organic compounds (VOCs) contamination was found in the soil and groundwater above state standards.

Based on the information provided by the City of Brillion and Ayres, the Department has made the following determination regarding petroleum assessment for a Property located at 200 Park Avenue in Brillion, Wisconsin:

- The Property meets the federal definition of a "brownfield".
- There are no viable responsible parties based on the criteria in EPA's 2019 Guidelines for Brownfields Assessment Grants. Specifically, the potential grant recipient, the City of Brillion, has not caused or contributed to contamination and is not liable for cleanup. There is no known viable responsible party under the federal guidelines, i.e. another party who is subject to either a judgment in a court of law or an administrative order issued by an administrative body that would require that party to assess, investigate, or clean up the Property. The Department is not aware of any filed environmental enforcement action brought by federal or state authorities regarding this Property, and we are not aware that the Property is subject to any known citizen suit, that would, if successful, require a responsible party that is financially capable of satisfying obligations under federal or state law to assess investigate or clean up the Property.
- The current and immediate past owners, the City of Brillion and Brillion Iron Works, Inc. under American Axle & Manufacturing, Inc. (AAM), respectively did not dispense or dispose of petroleum or petroleum products, or own the Property during the dispensing or disposal of, any petroleum products. After contamination was identified, it was reported to the DNR and the City is taking reasonable steps with regard to any contamination at the Property by seeking funds for cleanup action.
- Petroleum contamination would be of "relatively low risk" based on the criteria in EPA's 2019 Guidelines for Brownfields Cleanup Grants. Specifically, LUST trust fund monies have not been applied to the Property and the state is not aware of any outstanding requirements under the federal Oil Pollution Act.
- The Property is not subject to a corrective action order under the Resource Conservation and Recovery Act (RCRA) Sec. 9003(h).

Therefore, we believe that there are no obstacles to the City of Brillion's plan to conduct remedial actions on the Property if they are awarded a 2019 Brownfield Cleanup grant.

Please note that a petroleum determination by the state under CERCLA section 101(39)(D) for the purposes of brownfields funding does not release any party from obligations under any federal or state law or regulation, or under common law, and does not impact or limit EPA or state enforcement authorities against any party.

Please contact me at 608-261-4927 if you have any questions.

Sincerely,



Michael Prager
Bureau for Remediation and Redevelopment

cc: Keely Marsik, Ayres
Kevin McKnight, NER - Oshkosh

From: [Honea, William](#)
To: michael.prager@wisconsin.gov
Cc: [Marsik, Keely](#); admin@Ci.Brillion.WI.US
Subject: Form 4400-304 Brownfields Petroleum Eligibility Determination for Assessment and Cleanup Grants Application
Date: Tuesday, January 29, 2019 11:18:37 AM
Attachments: [4400-304 PET ELIG DET.pdf](#)
[Attachment A Current Site Photos.pdf](#)
[Attachment B Site Map with Storage Tanks.pdf](#)
[Attachment C Aerial Photo.pdf](#)
[Attachment D Tax Parcel Table.pdf](#)
[Attachment E Historic and Current Petroleum Tanks.pdf](#)

Hi Michael,

Attached is the filled-out petroleum eligibility determination form. I've also attached supporting documentation including site photos (Attachment A), site map with storage tank locations (Attachment B), an aerial photo (Attachment C), a list of parcels that comprised the site (Attachment D), and a list of all the current and past petroleum tanks at the site (Attachment E). A Phase I ESA and Site Investigation reports were previously submitted to the department and are available for download on BRRTS.

If you need any additional information, please don't hesitate to ask.

Thanks,
Bill



Bill Honea, PG

Geologist

Ayres Associates

N17 W24222 Riverwood Drive, Suite 310 • Waukesha, WI 53188-1132

Office: 262.523.4488 • Direct: 262.522.4924

HoneaW@AyresAssociates.com

www.AyresAssociates.com

Return completed form with attachments to:
Wisconsin Department of Natural Resources
Remediation and Redevelopment Program
PO Box 7921
Madison, WI 53707-7921
Fax: 608-267-7646
dnr.wi.gov/topic/Brownfields/

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Notice: Use this form to request a site-specific eligibility determination for use of U.S. Environmental Protection Agency Brownfields Grant funds for assessment or cleanup of petroleum contamination. Personally identifiable information collected will be used to prepare the determination and will also be accessible by request under Wisconsin's Open Record law. [ss.19.31 - 19.69, Wis. Stats.]. Applications must be "complete" in order to be processed.

Instructions: Complete the following application to receive a State of Wisconsin eligibility determination for use of EPA Brownfields Grant funds for assessment or cleanup of petroleum contamination. Fill out one application per property and send to: Michael Prager at Michael.prager@wisconsin.gov. The "Submit by Email" button above will create an email with the correct address.

Section 1: Applicant* Information

Consulting Firm Name (if applicable)

Ayres Associates

Contact Name Last	First	MI	Title		
Marsik	Keely	H	Geologist		
Mailing Address		City		State	ZIP Code
5201 E. Terrace Drive, Suite 200		Madison		WI	53718
Phone Number (incl. area code)	Fax Number (incl. area code)	Email			
(608) 443-1200	(608) 299-2184	MarsikK@AyresAssociates.com			

Determination Letter Recipient (i.e. name of municipality)

City of Brillion

Contact Name Last	First	MI	Title		
Gosz	Lori		City Administrator/Clerk-Treasurer		
Mailing Address		City		State	ZIP Code
130 Calumet Street		Brillion		WI	54110
Phone Number (incl. area code)	Fax Number (incl. area code)	Email			
(920) 756-2250	(920) 756-2351	Admin@Ci.Brillion.WI.US			

EPA Cooperative Agreement Grantee, if different than above (i.e. county planning commission or economic development authority)

Contact Name Last	First	MI	Title		
Mailing Address		City		State	ZIP Code
Phone Number (incl. area code)		Fax Number (incl. area code)		Email	

Section 2: General Site Information

Site Name		County			
Brillion Iron Works (BIW)		Calumet			
Site Address		City		State	ZIP Code
200 Park Avenue		Brillion		WI	54110
Size (acres)		DNR BRRTS Numbers (if known)			
145		02-08-581658			
Tax Parcel Number(s)					
See attached					
DNR Project Manager Name (if known)			Federal fiscal year for the assessment or cleanup award		
Kevin McKnight			2019		

*For the purposes of receiving a petroleum eligibility determination, an "Applicant" includes those entities that: 1. Received an area-wide EPA assessment or cleanup grant; 2. Are applying for an EPA site-specific assessment or cleanup grant; 3. Are applying for a petroleum grant or loan from the Ready for Reuse program.

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

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Section 3: Site Description

1. Past Land Uses of the Site - Indicate if the sources of petroleum contamination or wastes are Known "K" or Suspected "S":

Gas Station	Industrial K	Residential
Service Station	Commercial	Pipeline
Bulk Plant	Agricultural Co-op	Salvage Yard
Terminal Storage	Coal Gas Manufacturer	Other - Specify _____
Foundry K	Utility	Past land uses of the site are unknown <input type="checkbox"/>

2. Describe the historical and current use of the site, including associated years:

The BIW property was developed for industrial use in the late 19th century. It is comprised of two main areas: one occupied by the former BIW gray iron foundry, and the other by the former Dean Foods Vegetable Company processing facility. Foundry operations included four large industrial plants, employee parking, two storm water detention basins, a beneficial reuse storage area for spent foundry sand, outdoor storage areas, and several ancillary buildings. Foundry operations ceased in late 2016 and the site has since been idle, with the exception of Plant 3, being redeveloped by Ariens Company for reuse as an R&D facility. Dean Foods Vegetable Company operated the food processing and canning facility from approximately 1920 until BIW purchased it in 1999. The former processing facility was on the south side of East Ryan Street (Hwy 10) and originally consisted of 15 buildings, but several were demolished around 2001; only eight buildings remain. The remaining buildings are used for cold storage. JX Enterprises leased a portion of the space at the former Dean Foods facility from 2008 to 2012 and used it for servicing semi-trucks.

3. Does or did the site have a fuel storage tank(s)? ☒ Yes, if so how many? 26 ☐ No ☐ Unknown

- If yes, please provide details on the status of the tank(s) from DATCP tank database found at http://datcp.wi.gov/Consumer/Hazardous_Materials_Storage_Tanks/. Attach a site map with the location of current and historic ASTs and USTs.

☒ Historic petroleum storage area(s) (for sites where tanks have been removed):

Removed Tanks					
DATCP Tank ID #	AST or UST?	Capacity	Historic Contents (enter A, B, etc.)		
See attached					A. Diesel
					B. Fuel Oil
					C. Gasoline
					D. Kerosene
					E. Used Motor Oil
					F. Other (describe)

☒ Current petroleum storage areas (for sites with tanks currently in place):

Tanks in Place					
DATCP Tank ID #	AST or UST?	Capacity	Historic Contents (enter A, B, etc.)		
See attached					A. Diesel
					B. Fuel Oil
					C. Gasoline
					D. Kerosene
					E. Used Motor Oil
					F. Other (describe)

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Status of Tanks in Place		
DATCP Tank ID #	Current Status (enter A, B, etc.)	
See attached	In Use	A. In Use
	In Use	B. Abandoned with product
	Closed - filled with inert materials	C. Abandoned without product
		D. Closed - filled with inert materials
		E. Closed - in place
		F. Other (describe)

4. Has petroleum contamination been confirmed at the site? ☒ Yes ☐ No ☐ Inconclusive

- If yes, describe previous assessment activities, associated dates and which contaminants were found:
Previous underground storage tank removal and closure investigations revealed releases of petroleum products to soil and groundwater. These releases were investigated and cleaned up to the extent practicable at the time. However, residual contamination persists due to structural impediments and in some areas the full extent of the contamination. In 2018, a Site Investigation confirmed petroleum impacts in several areas with residual contamination an other previously unidentified impacts that were likely a result of past petroleum use. Soil and/or groundwater samples collected near the former tank pits and areas where petroleum was historically used contained DRO, VOCs (including naphthalene, benzene, toluene, ethylbenzene, and xylene) and various PAHs.
- If no, why is petroleum contamination suspected?

- What are the areas of concern at the site where petroleum contamination is known or suspected?
Areas of the site with known petroleum impacts included the former Plant 2 tank pit, Tank Farm 2 tank pit, and the area north of Plant 1 where two USTs were abandoned in-place. It is also suspected that petroleum contamination is present beneath the building slab in Plant 1 due to releases from the Disa foundry sand molding machine, beneath Plant 2 around a 1,000-gal cast-concrete UST that collected oily discharge from sumps, and from numerous documented releases that discharged to storm drains and parking areas around plants and ancillary buildings.

5. For which activities will the EPA assessment or cleanup grant be used?

- ☐ Phase I Site Assessment
 ☐ NR 716 Site Investigation
☐ Phase II Site Assessment
 ☒ Clean up: NR 722 and 724 Cleanup
☐ Other – Specify:

Section 4: Use of Other Federal Funds

1. Has the site received LUST trust fund monies for assessment or cleanup? ☐ Yes ☒ No

• If yes, please provide details:

2. Is the site currently subject to a response under the Oil Pollution Act (OPA)? ☐ Yes ☒ No

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Section 5: Judgements, Claims, Actions or Suits (Note: if a responsible party is identified through any of the three criteria below, the site is not eligible to use petroleum assessment or cleanup funds.)

1. Has a responsible party been identified for the site through either:

- An unresolved judgment rendered in a court of law or an administrative order that would require any party (including the applicant) to assess, investigate, or clean up the site? ☐ Yes ☒ No
- An unresolved enforcement action by federal or state authorities that would require any party (including the applicant) to assess, investigate or clean up the site? ☐ Yes ☒ No
- An unresolved citizen suit, contribution action or other third party claim brought against the current or immediate past owner for the site that would, if successful, require either party to assessment, investigation or cleanup the site? ☐ Yes ☒ No

Section 6: Acquisition Method by Current Owner

1. Who currently owns this site?

- Name: City of Brillion

- On what date was the property acquired? 09/28/2018

- By what method was the property acquired?

☐ Involuntary Acquisition:

☐ Tax foreclosure

☐ Escheat

☐ Condemnation

☐ Slum or blight proceeding under ch. 32, Wis. Stats.

☐ Lender foreclosure of a security interest

☒ Other Acquisition:

☒ Simple purchase

☐ Donation

☐ Transfer

☐ Other (specify): _____

Note: If the site was last acquired through an involuntary acquisition method or lender foreclosure of a security interest, skip to Section 8. If the site was last acquired through "other acquisition", please continue to Section 7.

Section 7: Determination of Viable Responsible Party

The state is required to determine that there is no viable responsible party that can address the contamination at the site. For the purposes of this petroleum eligibility determination, the state must affirm that:

- The current and immediate past owner did not dispense or dispose of, or own the subject property during the dispensing or disposal of any petroleum contamination at the site;
- Did not exacerbate the petroleum contamination at the site; and
- Took reasonable steps* with regard to the petroleum contamination at the site.

*For the purposes of determining petroleum brownfield grant eligibility, "reasonable steps with regard to contamination at the site" includes, as appropriate: stopping continuing releases, preventing threatened future releases, and preventing or limiting human, environmental, or natural resource exposure to earlier petroleum or petroleum product releases.

Applicants are responsible for providing complete information in their proposal that demonstrates that the activities for which they seek funding have no viable responsible party.

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1. Current Owner:

- Describe on-site operations during the time of current ownership, particularly as it relates to use of petroleum ASTs, USTs and containers.

The City of Brillion acquired the Brillion Iron Works property in 2018 after manufacturing and industrial operations at the property had ended. Under the City's ownership, most of the property has been vacant and petroleum ASTs, USTs, and containers have not been in use, except for a heating oil UST that fuels a boiler in Plant 3.

- Is the property leased to an operator (another person or business)? ☒ Yes ☐ No

- Identify whether the current owner (please describe):

- Dispensed or disposed of any petroleum products on the site:

The current owner, City of Brillion, has not dispensed or disposed of petroleum products at the site.

- Owned the subject property during the dispensing or disposal by an operator of any petroleum products at the site:

Except for Plant 3, which the City leases to Ariens Company, the site has been vacant. Ariens Company operates a light industrial research and development (R&D) facility at Plant 3. They have not dispensed or disposed of petroleum products at the site.

- Did not exacerbate the contamination at the site:

The City and Ariens use of the property has not exacerbated contamination at the site. There has been no bulk use of petroleum at the site since the City took ownership, except for a heating oil tank at Plant 3. Ariens had the integrity of the tank tested and sampled soil around the tank, and no evidence of a leak was found.

- Took *reasonable steps** with regard to the contamination at the site:

- ☒ Yes, reasonable steps were taken.

Please describe the actions the owner took to satisfy the "reasonable steps" criteria:

The City and Ariens hired Ayres Associates to identify historic releases at the site. The City has maintained a property use consistent with the use limitations identified during due diligence and has not modified or disturbed any controls that were in place. All investigation results have been reported to the WDNR.

- ☐ No, reasonable steps were not necessary. Please explain:

- ☐ Contamination is not confirmed

- ☐ Known or suspected sources of contamination were removed (i.e. storage tank)

- ☐ Other (please describe): _____

2. Immediate Past Owner:

- Name of immediate past owner: Brillion Iron Works, Inc. under American Axle & Manufacturing, Inc. (AAM)

- Date range of years of ownership: 2016 to 2018

- Describe the operations on site during the ownership of the immediate past owner, particularly as it relates to petroleum ASTs, USTs and containers:

All but one petroleum UST and a few ASTs were removed from the property before AAM took ownership. Immediately after taking ownership AAM closed the foundry (November 2016). The tanks remained out of use through AAM's ownership, except for a heating oil tank that fuels the boiler in Plant 3.

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- Was the property leased to an operator (another person or business)? ☐ Yes ☒ No

- Identify whether the immediate past owner (please describe):

- Dispensed or disposed of any petroleum products on the site:

AAM owned the site for two weeks before announcing the foundry's closure in the fourth quarter of 2016.

Immediately after taking ownership, manufacturing and industrial operations at the site ceased including the use of petroleum products. AAM did not dispense or dispose of petroleum products at the site.

- Owned the subject property during the dispensing or disposal by an operator of any petroleum products at the site:

AAM did not own the property during the dispensing or disposal of petroleum products.

- Did not exacerbate the contamination at the site:

AAM ceased foundry operations at BIW within two weeks of taking ownership and began decommissioning the facility. During the decommissioning process, the site was vacant except for a small maintenance crew, security guards, and contractors disassembling equipment. None of these activities exacerbated contamination at the site.

- Took reasonable steps* with regard to the contamination at the site:

- ☒ Yes, reasonable steps were taken.

Please describe the actions the owner took to satisfy the "reasonable steps" criteria:

AAM undertook due diligence compliant with 'All Appropriate Inquiry' legislation prior to taking ownership of the site. They immediately stopped operations and began decommissioning the foundry plants. Petroleum products were largely removed from the site prior to or during the decommissioning.

- ☐ No, reasonable steps were not necessary. Please explain:

- ☐ Contamination is not confirmed

- ☐ Known or suspected sources of contamination were removed (i.e. storage tank)

- ☐ Other (please describe): _____

3. Financial Viability:

- If the current or immediate past owner is identified as a responsible party for the petroleum contamination on site, provide information in Attachment F that demonstrates why the party does not have the financial capability to satisfy their obligations under federal or state law to assess the property, including the resources consulted to determine a responsible party's financial status. In general, the Department and US EPA will consider ongoing businesses or companies (corporations, LLCs, partnerships, etc.) and governmental entities to be viable.

Section 8: Actions by the EPA Assessment Grant Recipient (i.e. Cooperative Agreement Recipient)

1. Has the EPA Assessment or Cleanup Grant recipient dispensed or disposed of or owned the property during the dispensing or disposal of petroleum product at the site? ☐ Yes ☒ No
2. Has the EPA Assessment or Cleanup Grant recipient exacerbated the contamination at the site? ☐ Yes ☒ No
3. Did the EPA Assessment or Cleanup Grant recipient take reasonable steps* with regard to contamination at the site? ☒ Yes ☐ No

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Section 9: Subject to Resource Conservation and Recovery Act (RCRA)

1. Is the site subject to a corrective action order under RCRA S9002(h)? ☐ Yes ☒ No

Section 10: Required Attachments

Please include the following with your eligibility determination request:

- ☒ A. Current photographs of site
- ☒ B. Site map - Note location of any past or current ASTs, USTs, or other petrol-related containers
- ☒ C. Aerial photo of site
- ☒ D. Previous assessment information, if available: Phase I and II on disk
- ☐ E. Documentation of acquisition method if the site was last acquired through involuntary acquisition or lender foreclosure
- ☐ F. Information that demonstrates why a responsible party does not have the financial capability to satisfy their obligations under federal or state law to assess the property (if a responsible party is identified). See page 8

Section 11: Self-Certification

- ☒ I certify that information in this application and all its attachments are true and correct and in conformity with applicable Wisconsin Statutes.

William Honea
Completed By

01/29/2019
Date

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

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Attachment F: Determining Whether a Responsible Party is Viable

If a responsible party is identified for the site, the Department must determine whether that party is viable. If any such party is determined to be viable, then the petroleum-contaminated site is not eligible for funding.

- In general, the department and US EPA will consider ongoing businesses or companies (corporations, LLCs, partnerships, etc.) and governmental entities to be viable. A defunct or insolvent company and an individual responsible party will be deemed not viable, unless there is information suggesting that the assumption is not appropriate in a particular case.
- An Applicant seeking to determine the financial status (i.e. the viability) of a responsible party should consider consulting the following resources and any other resources it may deem useful to make this determination:
 - Responsible Party (i.e. tax returns, bank statements, financial statements)
 - Federal, State and Local Records (i.e. regulatory records, Secretary of State databases, property/land records)
 - Public and Commercial Financial Databases (i.e. Lexus/Nexus, Dun & Bradstreet reports, Internet search engines)

Applicants are responsible for explaining what steps it took to determine a responsible party's financial status and why the information presented indicates that the responsible party is not viable:

**** Excerpted from Appendix 1 of EPA's Guidelines for Brownfields Assessment Grants**

Sheet 1



Storm drainage along Highway 10.



Storm water ditch on the old cannery site.



Gravel area east of the former cannery. Dirt, gravel, and asphalt piles on far side of photo.



Pole-mounted transformer across Highway 10.

Sheet 2



Looking south from former Cannery area toward Plant 1 (right) and Plant 4 (left).



Beneficial reuse storage area for spent foundry sands on east side of property.



Storm water runoff from the beneficial reuse area collects in a small pond on its southwest corner (frozen).



Rock barrier surrounding the pond.

Sheet 3



Gravel pile adjacent to pond.



Scrap metal culvert adjacent to pond.



Culvert under northwestern mounded area, drains toward Mills Creek.



Stressed vegetation adjacent to culvert.

Sheet 4



Grassy area south of adjoining eastern residence.



Mills Creek looking toward Plant 2.



Outfall 004; Plant 2 in background.



Mills Creek near Outfall 004.

Sheet 5



Subsurface access near old creek bed south of Outfall 004.



Stone stairway from Plant 2 toward Outfall 004.



Mills Pond, northeast toward cannery area.



Leveed former creek bed south of Mills Creek.

Sheet 6



Mills Creek north of Mills Pond.



Drainage area from Mills Creek into Mills Pond; facing west.



Outfall 005, south bank of Mills Pond; facing west.



Grated drainage basin from Plant 4 toward Outfall 005.



Mills Pond lift station.



Electrical substation with transformers between Plants 1 and 4.



Storm water detention basin (Mills Pond), left; facing east toward Plant 2.



WPDES Permit posted at access gate near Plant 3.

Sheet 8



Former industrial pond for the former cannery; facing southeast.



Storm water collection along western property boundary, facing east.



Subsurface gas line marker.



Unnamed creek near south property boundary.

Sheet 9



Power lines along southern property boundary



Culvert at southeast corner of Plant 3; where unnamed creek runs under Plant 3 toward Horn Park.



Creek drainage near Plant 3.



Grassy area between leachate collection area and Plant 2.

Sheet 10



Spare transformer north of Plant 3.



Potentially burned soil/stressed vegetation adjacent to spare transformer.



Facing north from Plant 3.



Cautionary signage on Plant 3 exterior.

Sheet 11



South exterior of Plant 3 and adjacent scrap wood and solid waste storage bins.



Main shut off valves on north exterior of Plant 3.



Fenced area along Plant 3 exterior with *de minimis* staining on pavement.



Facing southwest toward electrical substation.



Storm water collection trench south of Plant 3.



Solid waste storage on south exterior wall of Plant 3.



Truck parking area on southwest corner of Plant 3; note storm water drain.



Property boundary south of Plant 2; Horn Park visible in background.

Sheet 13



Garage entrances on west side of Plant 3. Small salt storage bin in foreground.



De minimis staining adjacent to garage entrance.



UST fill port and drums of "Spill Absorbents" and "Used Spill Absorbents".



Facing north toward Plant 2 from western Plant 3 parking area.



Signage depicting location of buried gas line from Plant 2, located 2 feet under sidewalk.



Electrical substation on the west side of Plant 1.



Dust baghouse and collection system on the west side of Plant 1.



Pit where a furnace was next to the Disa molding machine in Plant 1. Note *de minimus* staining around cut off hydraulic lines (right)..

Sheet 15



Sump in the compressor room of Plant 1 was used to hold water for cooling the air compressors.



Oil/water separator in the compressor room of Plant 1 discharges to a 55-gal drum.



Old boiler in the Plant 1 is out of use.



Sump in boiler room of Plant 1.

Sheet 16



Steam line treatment chemicals in Plant 1 boiler room.



Natural gas boiler in Plant 1.



De minimus typical of what was observed throughout Plant 1.



Typical office space in Plant 1.

Sheet 17



Storm water trench drain on the west side of Plant 1.



Sump for storm water trench drain on the west side of Plant 1.



Sump that receives discharge from the air drier tanks in the former isocure area of Plant 1.



Gravel fill was placed in pits that were previously under operational equipment to prevent accidents. Most of the pits in Plant 1 were filled.



Melt furnaces in Plant 1.



Hydraulic pump and reservoir unit in the furnace basement. *De minimis* staining was observed throughout the basement.



Leaking hydraulic cylinder observed in the pit beneath furnace 2 in Plant 1. *De minimus* staining was observed around the cylinders beneath all six melt furnaces in Plant 1 and all five melt furnaces in Plant 2.



Sumps beneath the furnaces in Plant 1 and Plant 2. The sumps were cleaned out weekly when the furnaces were in operation.

Sheet 19



Sump in the furnace basement of Plant 1.



Mills creek enters a culvert beneath the east side of Plant 1.



De minimus staining beneath a roof drain on the east side of Plant 1.



Bridge over Mills Creek between Plant 1 and Plant 4.



Transformers in the electrical substation between Plant 1 and Plant 4 are housed in concrete secondary containment.



Charge yard on the east side of Plant 1.



Metal from the charge yard was brought into Plant 1 by loading it on a conveyor system that was feed through this pit.



Pole mounted transformer on the west side of Plant 4.

Sheet 21



Electrical substation on the roof of Plant 1.



Spring Creek enters a box culvert under the north side of Plant 1.



Dust collectors on the west side of Plant 4.



A 500-gal diesel AST in secondary containment on the west side of Plant 4.

Sheet 22



Remnant concrete pad from a former electrical substation northeast of Plant 2 .



Charge yard on the northeast corner of Plant 2.



Electrical substation with transformers in secondary containment east of Plant 2.



Interior of the PCB storage building.

Sheet 23



Exterior of the PCB storage building.



Charge yard on the southeast corner of Plant 2.



A 500-gal diesel AST on the south side of Plant 2.



Oil storage building between Plant 2 and Plant 4.

Sheet 24



Hydraulic oil spill in the basement of Plant 2. The spill was completely contained on concrete.



Sump in the basement beneath the Herman area of Plant 2.



The concrete floor has been removed in the casting knock out area in Plant 2.



Hydraulic room in the BDM casing machine basement of Plant 2.

Sheet 25



Hydraulic room in the BDM casting machine basement of Plant 2.



Oil leaks in the hydraulic room are captured in trench drains that are periodically pumped out. The drains formerly discharged to a cast concrete holding tank beneath the Plant 2 floor.



De minimus oil staining observed in Plant 3.



Trench drain in Plant 3.

Sheet 26



Paint line drier in Plant 3 (now removed).



Former paint line washer in Plant 3 (now removed).



The service pit in the fork truck repair shop was filled with gravel to prevent accidents.

Sheet 27



Above ground hydraulic lift in the fork truck repair shop.



Used/Waste oil AST in the fork truck repair shop.



Bins of electrical capacitors are stored in the paint storage building.



The capacitors observed were marked "No PCBs".

Sheet 28



Former cannery building.



Cannery building interior.



Cannery building interior.



Former condensary building.



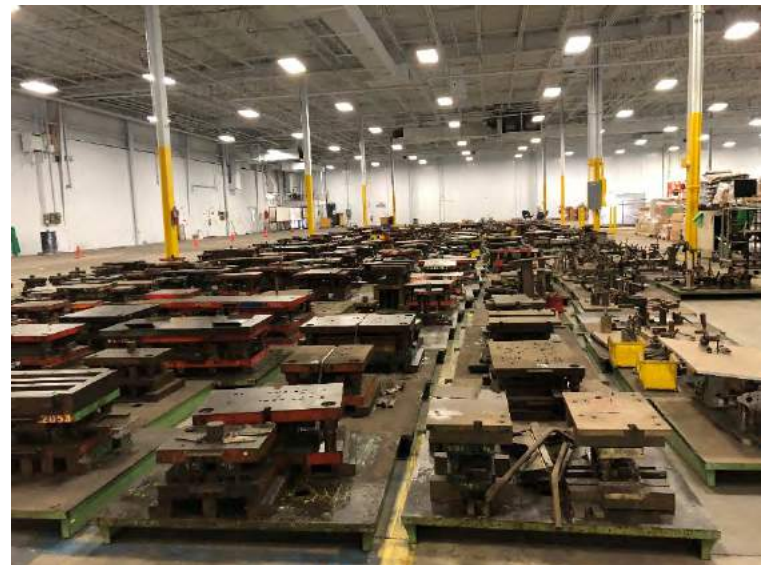
Shed between the former condensary building and the maintenance building.



Maintenance building (right) and former condenser (left).



Plant 3 interior.



Plant 3 interior.



Former dust baghouse area north of Plant 2.



Former dust baghouse area north of Plant 2.



Scrap storage area north of Plant 1.



Northern property boundary along STH 10, facing north.



Facing south along Park Avenue; adjacent Richter property to right and Horn park to left.



Horn Park; south of BIW property.



Parking area west of Plant 1 and Francis Street, facing north.



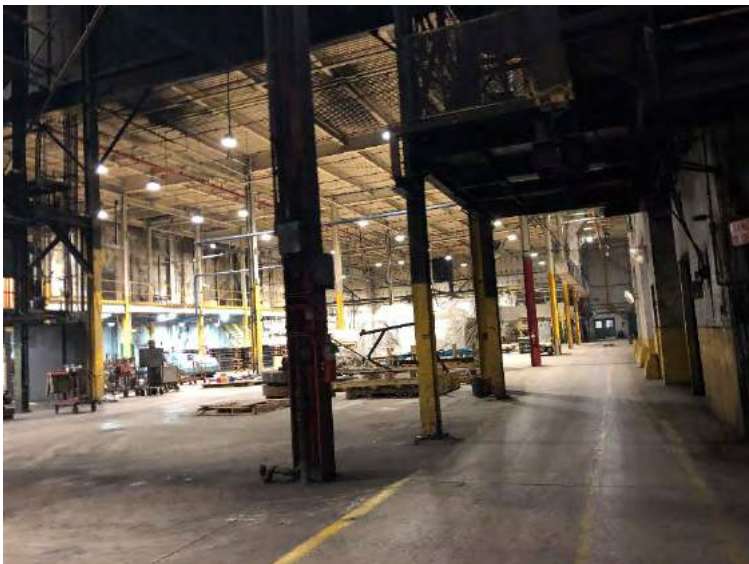
Empty trailers and scrap storage south of Plant 3.



Plant 4 interior.



Plant 4 interior.



Plant 2 interior.



Plant 2 interior.



Plant 1 interior.



Plant 1 interior.



Plant 1 office exterior.



Main site entrance along Park Avenue.

Sheet 34



Southern property boundary, facing south toward adjacent **Non-Responsive** area.



Facing south along N Francis Street toward Plant 1.

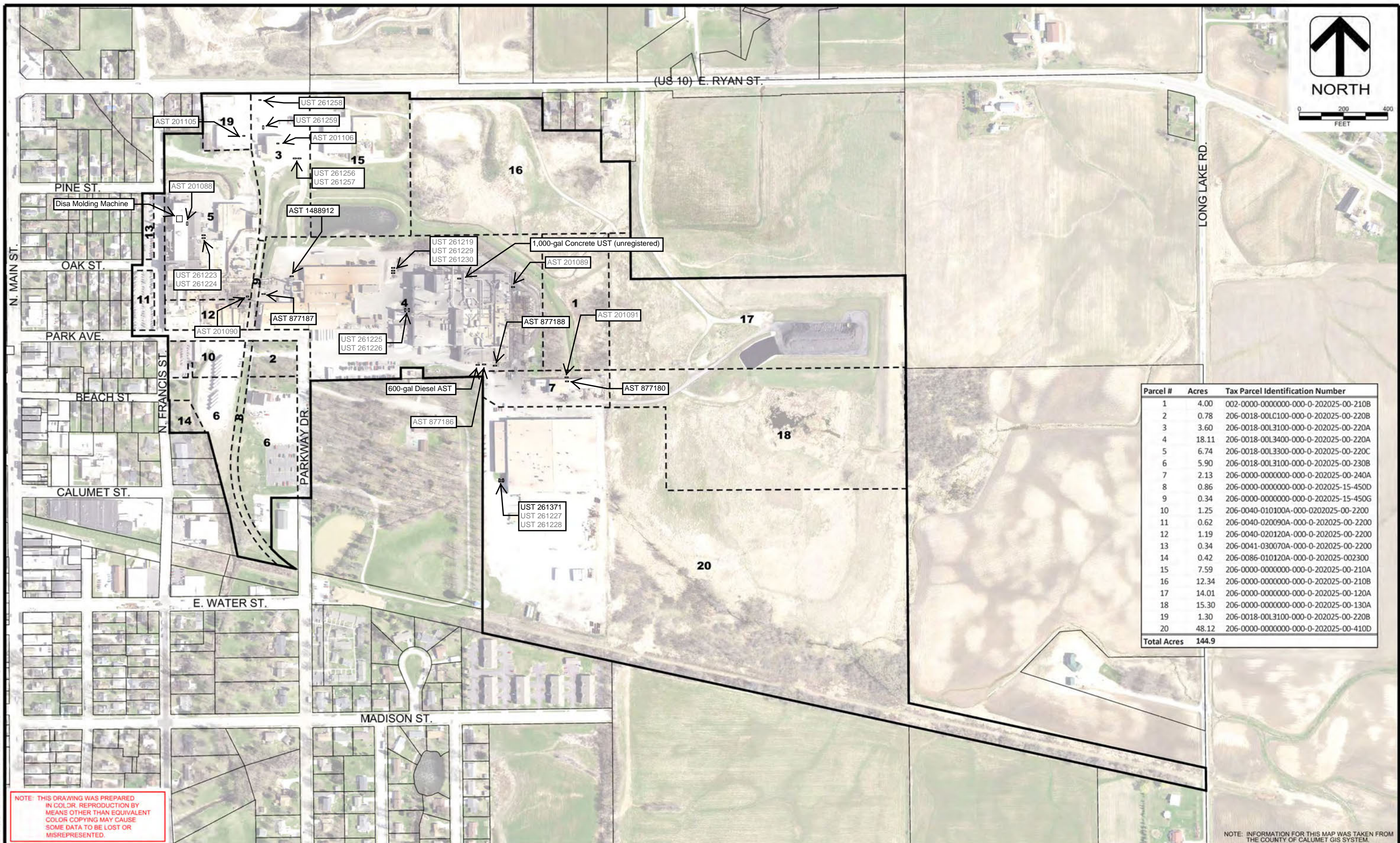


Facing north across STH 10 from NW property boundary.



Facing north along Park Avenue; maintenance building and former condenser to left and Horn Park to right.

2/15/2018
W:\Bentley\Bentley\WorkSpace\Standards\plc\fig\Ayres.pdf,plc\fig
W:\Bentley\Bentley\WorkSpace\projects\Engineering\Services\plc\fig\ES_Standard.tbl
W:\ENV\CD\Env_sites\Brillion\Brillion Iron Works\base map.dgn



Parcel #	Acres	Tax Parcel Identification Number
1	4.00	002-0000-0000000-000-0-202025-00-210B
2	0.78	206-0018-00LC100-000-0-202025-00-220B
3	3.60	206-0018-00L3100-000-0-202025-00-220A
4	18.11	206-0018-00L3400-000-0-202025-00-220A
5	6.74	206-0018-00L3300-000-0-202025-00-220C
6	5.90	206-0018-00L3100-000-0-202025-00-230B
7	2.13	206-0000-0000000-000-0-202025-00-240A
8	0.86	206-0000-0000000-000-0-202025-15-450D
9	0.34	206-0000-0000000-000-0-202025-15-450G
10	1.25	206-0040-010100A-000-0-202025-00-2200
11	0.62	206-0040-020090A-000-0-202025-00-2200
12	1.19	206-0040-020120A-000-0-202025-00-2200
13	0.34	206-0041-030070A-000-0-202025-00-2200
14	0.42	206-0086-010120A-000-0-202025-002300
15	7.59	206-0000-0000000-000-0-202025-00-210A
16	12.34	206-0000-0000000-000-0-202025-00-210B
17	14.01	206-0000-0000000-000-0-202025-00-120A
18	15.30	206-0000-0000000-000-0-202025-00-130A
19	1.30	206-0018-00L3100-000-0-202025-00-220B
20	48.12	206-0000-0000000-000-0-202025-00-410D
Total Acres	144.9	

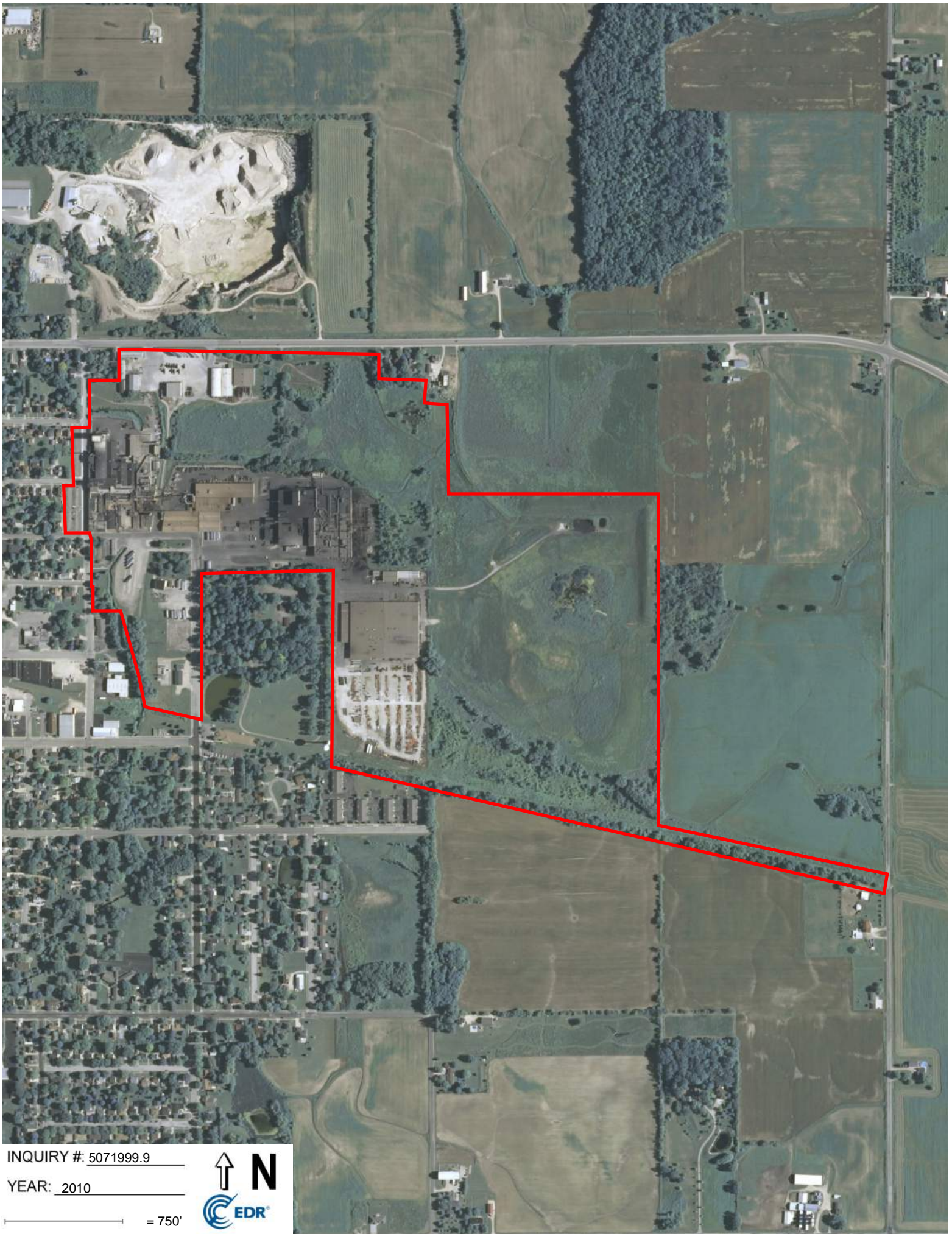
DR BY	W. HONEA	BOOK NO.	
CHK BY	T. SHUPERT	JOB NO.	51-0000.00
DATE	JANUARY 2018	SCALE	AS SHOWN
		NO.	DATE
		REVISION	

PHASE II ENVIRONMENTAL SITE ASSESSMENT
200 PARK AVENUE
BRILLION, WISCONSIN



SITE MAP

DRAWING NO.
1



INQUIRY #: 5071999.9

YEAR: 2010

— = 750'



Tax ID	Acres	Tax Parcel Identification Number	Address	Owner	Zoning
1809	4.000	002-0000-0000000-000-0-202025-00-210B	200 Park Ave	Brillion Iron Works Inc	002 - Undeveloped
15009	0.780	206-0018-00L0100-000-0-202025-00-220B	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
15044	3.600	206-0018-00L3100-000-0-202025-00-220A	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15047	18.110	206-0018-00L3400-000-0-202025-00-220A	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15052	6.740	206-0018-00L3300-000-0-202025-00-220C	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
15095	5.900	206-0018-00L3100-000-0-202025-00-230B	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
15275	2.130	206-0000-0000000-000-0-202025-00-240A	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15310	0.860	206-0000-0000000-000-0-202025-15-450D	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
15313	0.340	206-0000-0000000-000-0-202025-15-450G	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
15404	1.250	206-0040-010100A-000-0-202025-00-2200	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15414	0.620	206-0040-020090A-000-0-202025-00-2200	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15415	1.190	206-0040-020120A-000-0-202025-00-2200	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15433	0.340	206-0041-030070A-000-0-202025-00-2200	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
15447	0.422	206-0086-010120A-000-0-202025-002300	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
23075	7.590	206-0000-0000000-000-0-202025-00-210A	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
23077	12.343	206-0000-0000000-000-0-202025-00-210B	200 Park Ave	Brillion Iron Works Inc	L - Manufacturing
26586	14.012	206-0000-0000000-000-0-202025-00-120A	200 Park Ave	Brillion Iron Works Inc	Commercial
26588	15.298	206-0000-0000000-000-0-202025-00-130A	200 Park Ave	Brillion Iron Works Inc	Commercial
26692	1.300	206-0018-00L3100-000-0-202025-00-220B	235 E Ryan St	Brillion Iron Works Inc	I, L - Manufacturing
30646	48.120	206-0000-0000000-000-0-202025-00-410D	200 Park Ave	Brillion Iron Works Inc	I, L - Manufacturing
Total Acres 144.9					

Brillion Iron Works – 200 Park Avenue, Brillion, WI
Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination
Section 3 – Removed and In-place Petroleum Storage Tanks

Above Ground Storage Tanks

Tank ID	Owner	Contents	Capacity (gallon)	Installed	Removed	Closure Assessment
201088	Brillion Iron Works	Core Oil	6,000	1/1/1989	1/1/1994	Unknown
201089	Brillion Iron Works	Diesel	500	3/1/1992	1/3/2002	Not Required
201090	Brillion Iron Works	Diesel	550	3/1/1992	1/3/2002	Not Required
201091	Brillion Iron Works	Waste/Used Motor Oil	250	NA	1/3/2002	Not Required
877180	Brillion Iron Works	Waste/Used Motor Oil	275	1/3/2002	In Use	In Use
877186	Brillion Iron Works	Diesel	300	1/3/2002	3/4/2015	Not Required
877187	Brillion Iron Works	Diesel	550	1/3/2002	In Use	In Use
877188	Brillion Iron Works	Diesel	560	1/3/2002	In Use	In Use
1488912	Brillion Iron Works	Diesel	550	7/25/2013	In Use	In Use
Unknown	Brillion Iron Works	Diesel	600	7/26/2016	In Use	In Use
201106	Dean Foods	Waste/Used Motor Oil	250	NA	3/28/1997	Unknown
201105	Dean Foods	Waste/Used Motor Oil	250	NA	3/28/1997	Unknown

Underground Storage Tanks

Tank ID	Owner	Contents	Capacity (gallon)	Installed	Removed	Closure Assessment
261219	Brillion Iron Works	Fuel Oil	30,000	11/6/1979	5/18/1993	Yes
261223	Brillion Iron Works	Core Oil	8,500	11/30/1949	2/20/1990*	Yes – closed in- place
261224	Brillion Iron Works	Fuel Oil	8,500	11/5/1954	2/20/1990*	Yes – closed in- place
261225	Brillion Iron Works	Fuel Oil	20,000	6/11/1973	7/22/1992	Yes
261226	Brillion Iron Works	Fuel Oil	20,000	6/11/1973	7/22/1992	Yes

Brillion Iron Works – 200 Park Avenue, Brillion, WI
Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination
Section 3 – Removed and In-place Petroleum Storage Tanks

Tank ID	Owner	Contents	Capacity (gallon)	Installed	Removed	Closure Assessment
261227	Brillion Iron Works	Fuel Oil	20,000	4/25/1978	8/25/1994	Yes
261228	Brillion Iron Works	Fuel Oil	20,000	4/25/1978	8/25/1994	Yes
261229	Brillion Iron Works	Fuel Oil	30,000	11/6/1979	5/18/1993	Yes
261230	Brillion Iron Works	Fuel Oil	30,000	11/6/1979	5/18/1993	Yes
261371	Brillion Iron Works	Fuel Oil	20,000	9/2/1994	In Use	In Use
None	Brillion Iron Works	Hydraulic Oil	1,000	Unknown	In Use	In Use
261256	The Larsen Company	Diesel	1,500	NA	5/17/1988	Unknown
261257	The Larsen Company	Leaded Gasoline	1,500	NA	5/17/1988	Unknown
261258	The Larsen Company	Empty	500	NA	2/1/1986	Unknown
261259	The Larsen Company	Fuel Oil	10,000	NA	5/17/1988	Unknown

Notes: * - These tanks were closed in place and filled with inert material.

Attachment 4
Memorandum of
Understanding

MEMORANDUM OF UNDERSTANDING

This MEMORANDUM OF UNDERSTANDING (this "Memorandum") is entered into as of the 13th day of November, 2017, by the City of Brillion, Wisconsin (the "City") and Ariens Company ("Ariens"). The City and Ariens are each a "Party" and collectively the "Parties."

1. **Purpose.** The City and Ariens desire for the City to acquire the real property commonly known as 200 Park Avenue, Brillion, Wisconsin, which (i) is or was previously owned by [Brillion Iron Works, Inc., a Delaware corporation] (the "Owner"), (ii) was previously operated as a foundry and manufacturing plant for farm implements, and (iii) is depicted on the aerial attached hereto as Exhibit A (the "Property"). In the event the City acquires the Property, the City agrees to grant to Ariens an option to lease and an option to purchase any or all of the Property, in accordance with the terms and provisions of Section 5 of this Memorandum.
2. **Memorandum.** To assist in determining the feasibility of the acquisition of the Property by the City, to provide structure and timelines to facilitate such potential acquisition, and to memorialize other terms discussed between the Parties in such potential acquisition, the City and Ariens have agreed to enter into this Memorandum.
3. **Cooperative Efforts.** The City and Ariens agree to work collectively and cooperatively to cause the City to acquire fee simple title to any or all of the Property, either by voluntary purchase or condemnation, with adequate assurances that no unreasonable liability risks for the City and Ariens would be created through the collective efforts of the Parties or the completion of the transactions contemplated herein.
4. **Due Diligence; Costs.** Ariens has engaged or will engage the Madison, Wisconsin office of Ayres Associates Inc., a consulting firm ("Ayres"), to perform (i) a wetland delineation of the Property, (ii) an assessment of costs for the demolition of certain improvements existing upon the Property, and (iii) an assessment of the potential environmental liability associated with the ownership and development of any or all of the Property (collectively, the "Diligence Items"). Ariens shall be responsible for the costs of the Diligence Items; provided, however, Ariens shall only be responsible for the cost of specific work to be performed by Ayres that Ariens has approved in writing, which approval may be granted or withheld in Ariens' sole discretion. The City shall assist Ariens in obtaining consent from the Owner to allow Ayres to complete the Diligence Items and any other work which may be necessary or desirable to accomplish the purposes of this Memorandum.
5. **Environmental.** The City shall cooperate and coordinate with the Wisconsin Department of Natural Resources (the "WDNR") to (i) determine whether the City qualifies for an environmental liability exemption, and (ii) obtain written assurances satisfactory to the City and Ariens that such environmental liability exemption will apply.
6. **Grant of Option to Ariens.** In the event the City is able to obtain fee simple ownership of any or all of the Property, Ariens shall have the option to lease and the option to

purchase, at its election, all or any portion of the Property, which shall include the area known as the "Farm Implement Building," as depicted on Exhibit A attached hereto and made a part hereof by reference. Subject to the provisions of Sections 5.a. and 5.b. of this Memorandum, such options shall (i) be perpetual in nature, (ii) allow Ariens to lease or purchase all or a portion of the Property for a nominal rental or purchase price, and (iii) be upon terms and provisions reasonably acceptable to Ariens, including, without limitation, the mitigation of any environmental risk and liability to Ariens by virtue of ownership or occupancy of the Property. In the event Ariens exercises the option to lease or the option to purchase to be granted to Ariens, Ariens agrees to incur costs and expenses to improve the Farm Implement Building in order to utilize the same for Ariens' business operations. As of the date of this Memorandum, Ariens intends to use the Farm Implement Building as a research and development facility, but such intended use may change.

7. **City Obligations.** The City shall use good faith and best efforts to explore and obtain financial grants or assistance that may be available through State and municipal agencies and programs, including, without limitation, the creation of a tax incremental financing district, for (i) the completion of the Diligence Items, (ii) any public and private improvement costs that may be necessary or desirable to allow Ariens and the City to utilize the Property for their respective intended purposes, and (iii) for any other future costs associated with the potential development of the Property. The City shall work cooperatively with Ariens in determining a long-term development plan (the "Plan") for the Property. The Parties anticipate that the Plan will include retail, commercial, and residential housing in an effort achieve the goals of (a) making the City more attractive to the general public and (b) assisting in the recruiting and retention of long-term employees for Ariens and other local businesses and employers.
8. **Determination of Feasibility.** The Parties shall use commercially reasonable efforts to determine on or before November 30, 2017, or as soon as practicable thereafter, whether (i) it is feasible for the City to acquire a fee simple interest in the Property by voluntary purchase or by condemnation, and (ii) the transactions contemplated herein are generally feasible; provided, however, in the event either Party at any time determines, in its sole discretion, that the transactions contemplated herein are unfeasible, such Party may terminate this Memorandum by written notice to the other Party.
9. **Party Representatives.** Each Party shall designate individuals to act as representatives of such Party throughout the transactions contemplated herein. Ariens appoints Daniel T. Ariens, the CEO of Ariens, and Mark R. Olsen, the CFO/Treasure of Ariens, as representatives of Ariens for the purposes of this Memorandum. The City appoints Beth Wenzel Chairperson of the Redevelopment Authority Commission, Lori Gosz, City Administrator/Clerk-Treasurer of the City, and Alderperson Joe Levash of the City, as representatives of the City for the purposes of this Memorandum.
10. **Nonbinding Memorandum.** This Memorandum describes the general terms of the process of determining the feasibility of the acquisition and later use of the Property and is not a binding document on either party. No binding agreement or rights or obligations, financial or otherwise, shall arise as a result of executing this Memorandum or with

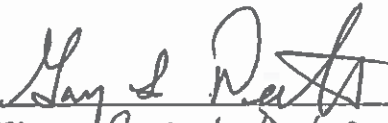
respect to the proposed transactions, unless and until the Parties execute definitive documentation incorporating the above provisions and other appropriate terms.

11. **Miscellaneous.** This Memorandum shall be governed by and construed in accordance with internal laws of the State of Wisconsin. This Memorandum may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one document. The headings of the various sections of this Memorandum have been inserted for reference only and shall not be deemed to be a part of this Memorandum.

[Signatures on Following Page]

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the date first set forth above.

CITY OF BRILLION, WISCONSIN

By: 
Name: Gary L. Deiter
Title: Mayor

ARIENS COMPANY


By: 
Name: MARK R. OLSEN
Title: CEO / TREASURER

EXHIBIT A

Depiction of Property

[To be attached.]

17915943.2

AGREEMENT FOR ASSIGNMENT AND ASSUMPTION OF OFFER TO PURCHASE

This Agreement for Assignment and Assumption of Offer to Purchase (this "Agreement") is entered into as of the 9th day of January, 2018, by the City of Brillion, Wisconsin (the "City") and Ariens Company ("Ariens"). The City and Ariens are each a "Party" and collectively the "Parties."

RECITALS

A. The City and Ariens previously entered into that certain Memorandum of Understanding dated as of November 13, 2017 (the "Memorandum"). Pursuant to the Memorandum, the City and Ariens agreed to use cooperative efforts to cause the City to acquire fee simple title to any or all of that certain real property commonly known as 200 Park Avenue, Brillion, Wisconsin (the "Property") from Brillion Iron Works, Inc., a Delaware corporation (the "Owner") either by voluntary purchase or condemnation, with adequate assurances that no unreasonably liability risks for the City and Ariens would be created through the collectively efforts of the Parties or the completion of the transactions contemplated in the Memorandum.

B. In the event the City acquired any or all of the Property, the City agreed to grant to Ariens an option to lease and an option to purchase any or all of the Property, in accordance with the terms and provisions of Section 5 of the Memorandum.

C. The City now desires to cause the Brillion Redevelopment Authority (the "RDA") to accept an assignment of the Offer, acquire title to the Property, and to grant to Ariens an option to lease and an option to purchase any or all of the Property, in accordance with the terms and provisions of Section 5 of the Memorandum.

D. Ariens has been in negotiations with the Owner for the purchase of the Property and has incurred costs related to due diligence and negotiation of a WB-15 Commercial Offer to Purchase and Addendum A (collectively, the "Offer"), which shall govern the rights and obligations between Ariens and its assigns and the Owner for the purchase of the Property and subject Ariens to liability thereunder.

E. Prior to executing the Offer, Ariens would like additional assurances from the City that (i) the City is committed to performing all acts reasonably necessary of the City to cause the RDA to acquire any or all of the Property, and (ii) in the event Ariens enters into the Offer with the Owner, the City shall cause the RDA to accept an assignment of Ariens' right and title in, under, and to the Offer and assume all of Ariens' obligations thereunder, subject to the terms and provisions of this Agreement.

AGREEMENT

1. **Recitals; Definitions.** The parties acknowledge the accuracy of the Recitals set forth above, and agree that the Recitals are incorporated into and made a part of this Agreement. Any capitalized definitional terms used, but not defined, in this Amendment shall have the same meanings as are ascribed to such terms in the Memorandum.

2. **Offer to Purchase.** Ariens anticipates that the Offer will be upon the terms and provisions set forth herein:

(a) The purchase price for the Property shall be One Million Two Hundred Thousand Dollars (\$1,300,000.00), subject to credits and prorations customary in purchases and sales of commercial real estate in Wisconsin.

(b) Ariens shall have a period of one hundred twenty (150) days or more (the "Feasibility Period") to perform all diligence required for the purchase of the Property and satisfy all contingencies set forth under the Offer, including, without limitation:

- i. completion of title and survey review;
- ii. completion of all other due diligence deemed reasonably necessary for the purchase of the Property, including, without limitation, environmental testing and sampling;
- iii. obtain written confirmation from the Wisconsin Department of Natural Resources (the "WDNR") that the City and the RDA will qualify for an environmental liability exemption;
- iv. obtain written confirmation from the WDNR that Ariens will qualify for an environmental liability exemption as a lessee of the Property; and
- v. the negotiation and execution of a binding agreement between Ariens, the City, and the RDA, as applicable, for the financing of the purchase of the Property and the grant of an option to purchase and an option to lease any or all of the Property, subject to the terms and provisions of the Memorandum.

In the event Ariens finds that the purchase of the Property is not feasible for any reason, Ariens shall have the right to terminate the Offer by written notice to the Owner, subject to the terms and provisions of the Offer.

(c) Closing of the purchase and sale shall occur within thirty (30) days after the expiration of the Feasibility Period, at the offices of a title company reasonably acceptable to Ariens and the Owner.

3. **Agreement to Assume.** In the event (i) Ariens enters into the Offer with the Owner upon terms similar to those set forth in Section 2 of this Agreement (or, if substantially different, upon terms previously approved by the City and the RDA), (ii) the Parties obtain written confirmation from the WDNR that the City and the RDA will qualify for an environmental liability exemption and such exemption shall also benefit Ariens, as a subsequent owner or user of the Property, and (iii) the City, the RDA, and Ariens successfully negotiate and execute an agreement for the financing of the purchase of the Property and the grant of an option to purchase and an option to lease any or all of the Property, then the City agrees cause the RDA to assume the rights and obligations of Ariens under the Offer and take fee simple title to the Property, which assumption shall occur by a written agreement in form and substance reasonably acceptable to Ariens, the City, and the RDA.

4. **Nonbinding.** This Agreement describes the general terms of Ariens' intent to assign, and the City's intent to cause the RDA to assume, the Offer and is not a binding document on any party. No binding agreement or rights or obligations, financial or otherwise, shall arise as a result of executing this Agreement or with respect to the proposed transactions, unless and until the Parties execute definitive documentation incorporating the above provisions and other appropriate terms.

5. **Miscellaneous.** This Agreement shall be governed by and construed in accordance with internal laws of the State of Wisconsin. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one document. The headings of the various sections of this Agreement have been inserted for reference only and shall not be deemed to be a part of this Agreement. This Agreement and any provision hereof may be changed, waived, discharged or terminated only in writing signed by both Parties.

[Signatures on Following Page]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first set forth above.

CITY OF BRILLION, WISCONSIN

By: Mary L. Deiter
Name: GARY L. Deiter
Title: MAYOR

ARIENS COMPANY

By: Mark R. Olsen
Name: MARK R. OLSEN
Title: CFO / TREASURER

18270765.2

Application for Federal Assistance SF-424

* 1. Type of Submission:

- ☐ Preapplication
☒ Application
☐ Changed/Corrected Application

* 2. Type of Application:

- ☒ New
☐ Continuation
☐ Revision

* If Revision, select appropriate letter(s):

* Other (Specify):

* 3. Date Received:

11/26/2019

4. Applicant Identifier:

5a. Federal Entity Identifier:

5b. Federal Award Identifier:

State Use Only:

6. Date Received by State:

7. State Application Identifier:

8. APPLICANT INFORMATION:

* a. Legal Name:

Brillion, City of

* b. Employer/Taxpayer Identification Number (EIN/TIN):

* c. Organizational DUNS:

1700224460000

d. Address:

* Street1:

201 N Main St

Street2:

* City:

Brillion

County/Parish:

* State:

WI: Wisconsin

Province:

* Country:

USA: UNITED STATES

* Zip / Postal Code:

54110-1199

e. Organizational Unit:

Department Name:

Division Name:

f. Name and contact information of person to be contacted on matters involving this application:

Prefix:

* First Name:

Lori

Middle Name:

* Last Name:

Gosz

Suffix:

Title:

Organizational Affiliation:

* Telephone Number:

920-756-2250

Fax Number:

920-756-2351

* Email:

admin@ci.brillion.wi.us

Application for Federal Assistance SF-424

* 9. Type of Applicant 1: Select Applicant Type:

C: City or Township Government

Type of Applicant 2: Select Applicant Type:

Type of Applicant 3: Select Applicant Type:

* Other (specify):

* 10. Name of Federal Agency:

Environmental Protection Agency

11. Catalog of Federal Domestic Assistance Number:

66.818

CFDA Title:

Brownfields Assessment and Cleanup Cooperative Agreements

* 12. Funding Opportunity Number:

EPA-OLEM-OBLR-19-07

* Title:

FY20 GUIDELINES FOR BROWNFIELD CLEANUP GRANTS

13. Competition Identification Number:

Title:

14. Areas Affected by Project (Cities, Counties, States, etc.):

Add Attachment

Delete Attachment

View Attachment

* 15. Descriptive Title of Applicant's Project:

Brillion Iron Works Revitalization Project

Attach supporting documents as specified in agency instructions.

Add Attachments

Delete Attachments

View Attachments

Application for Federal Assistance SF-424**16. Congressional Districts Of:*** a. Applicant * b. Program/Project

Attach an additional list of Program/Project Congressional Districts if needed.

Add Attachment

Delete Attachment

View Attachment

17. Proposed Project:* a. Start Date: * b. End Date: **18. Estimated Funding (\$):**

* a. Federal	<input type="text" value="500,000.00"/>
* b. Applicant	<input type="text" value="100,000.00"/>
* c. State	<input type="text" value="0.00"/>
* d. Local	<input type="text" value="0.00"/>
* e. Other	<input type="text" value="0.00"/>
* f. Program Income	<input type="text" value="0.00"/>
* g. TOTAL	<input type="text" value="600,000.00"/>

*** 19. Is Application Subject to Review By State Under Executive Order 12372 Process?**

- ☐ a. This application was made available to the State under the Executive Order 12372 Process for review on .
- ☒ b. Program is subject to E.O. 12372 but has not been selected by the State for review.
- ☐ c. Program is not covered by E.O. 12372.

*** 20. Is the Applicant Delinquent On Any Federal Debt? (If "Yes," provide explanation in attachment.)**☐ Yes ☒ No

If "Yes", provide explanation and attach

Add Attachment

Delete Attachment

View Attachment

21. *By signing this application, I certify (1) to the statements contained in the list of certifications and (2) that the statements herein are true, complete and accurate to the best of my knowledge. I also provide the required assurances** and agree to comply with any resulting terms if I accept an award. I am aware that any false, fictitious, or fraudulent statements or claims may subject me to criminal, civil, or administrative penalties. (U.S. Code, Title 218, Section 1001)**

☒ ** I AGREE

** The list of certifications and assurances, or an internet site where you may obtain this list, is contained in the announcement or agency specific instructions.

Authorized Representative:

Prefix: * First Name:

Middle Name:

* Last Name:

Suffix:

* Title: * Telephone Number: Fax Number: * Email: * Signature of Authorized Representative: * Date Signed: